

# Senate Study Bill 1113 - Introduced

SENATE/HOUSE FILE \_\_\_\_\_  
BY (PROPOSED SECRETARY OF  
STATE BILL)

## A BILL FOR

1 An Act relating to the establishment and management of business  
2 entities organized in this state or formed in a different  
3 state and authorized to do business in this state.  
4 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

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DIVISION I

STREET ADDRESS REQUIREMENTS FOR BUSINESS ENTITIES

Section 1. Section 486A.303, subsection 1, paragraph a, subparagraph (3), Code 2013, is amended to read as follows:

(3) The names and ~~mailing~~ street addresses of all of the partners or of an agent appointed and maintained by the partnership for the purpose of subsection 2.

Sec. 2. Section 486A.906, subsection 2, Code 2013, is amended to read as follows:

2. The secretary of state of this state is the agent for service of process in an action or proceeding against a surviving foreign partnership or limited partnership to enforce an obligation of a domestic partnership or limited partnership that is a party to a merger. The surviving entity shall promptly notify the secretary of state of the ~~mailing~~ street address of its chief executive office and of any change of street address. Upon receipt of process, the secretary of state shall mail a copy of the process to the surviving foreign partnership or limited partnership.

Sec. 3. Section 486A.1001, subsection 3, paragraph c, Code 2013, is amended to read as follows:

c. The street address of a registered office and the name and street address of a registered agent for service of process in this state, which the partnership is required to maintain as provided in section 486A.1211.

Sec. 4. Section 488.109, subsection 3, Code 2013, is amended to read as follows:

3. A person that has reserved a name under this section may deliver to the secretary of state for filing a notice of transfer that states the reserved name, the name and street and ~~mailing~~ address of some other person to which the reservation is to be transferred, and the paragraph of subsection 1 which applies to the other person. Subject to section 488.206, subsection 3, the transfer is effective when the secretary of state files the notice of transfer.

1     Sec. 5. Section 488.111, subsection 1, Code 2013, is amended  
2 to read as follows:

3     1. A current list showing the full name and last known  
4 street ~~and mailing~~ address of each partner, separately  
5 identifying the general partners, in alphabetical order, and  
6 the limited partners, in alphabetical order.

7     Sec. 6. Section 488.115, subsection 1, Code 2013, is amended  
8 to read as follows:

9     1. In order to change its designated office, agent for  
10 service of process, or the street address of its agent for  
11 service of process, a limited partnership or a foreign limited  
12 partnership may deliver to the secretary of state for filing a  
13 statement of change containing all of the following:

14     a. The name of the limited partnership or foreign limited  
15 partnership.

16     b. The street ~~and mailing~~ address of its current designated  
17 office.

18     c. If the current designated office is to be changed, the  
19 street ~~and mailing~~ address of the new designated office.

20     d. The name and street ~~and mailing~~ address of its current  
21 agent for service of process.

22     e. If the current agent for service of process or ~~an~~ street  
23 address of the agent is to be changed, the new information.

24     Sec. 7. Section 488.116, subsection 2, Code 2013, is amended  
25 to read as follows:

26     2. After receiving a statement of resignation, the  
27 secretary of state shall file it and mail a copy to the  
28 designated office of the limited partnership or foreign limited  
29 partnership and another copy to the principal office if the  
30 street address of the office appears in the records of the  
31 secretary of state and is different from the street address of  
32 the designated office.

33     Sec. 8. Section 488.117, subsection 2, Code 2013, is amended  
34 to read as follows:

35     2. If a limited partnership or foreign limited partnership

1 does not appoint or maintain an agent for service of process  
2 in this state or the agent for service of process cannot with  
3 reasonable diligence be found at the agent's street address,  
4 the secretary of state is an agent of the limited partnership  
5 or foreign limited partnership upon whom process, notice, or  
6 demand may be served.

7 Sec. 9. Section 488.201, subsection 1, paragraphs b and c,  
8 Code 2013, are amended to read as follows:

9 *b.* The street ~~and mailing~~ address of the initial designated  
10 office and the name and street ~~and mailing~~ address of the  
11 initial agent for service of process.

12 *c.* The name and the street ~~and mailing~~ address of each  
13 general partner.

14 Sec. 10. Section 488.803, subsection 3, paragraph b,  
15 subparagraph (3), Code 2013, is amended to read as follows:

16 (3) The street ~~and mailing~~ address of the person.

17 Sec. 11. Section 488.806, subsection 2, paragraph b, Code  
18 2013, is amended to read as follows:

19 *b.* Provide a ~~mailing~~ street address to which the claim is  
20 to be sent.

21 Sec. 12. Section 488.807, subsection 2, paragraph b, Code  
22 2013, is amended to read as follows:

23 *b.* Describe the information required to be contained in a  
24 claim and provide a ~~mailing~~ street address to which the claim  
25 is to be sent.

26 Sec. 13. Section 488.902, subsection 1, paragraphs c  
27 through e, Code 2013, are amended to read as follows:

28 *c.* The street ~~and mailing~~ address of the foreign limited  
29 partnership's principal office and, if the laws of the  
30 jurisdiction under which the foreign limited partnership is  
31 organized require the foreign limited partnership to maintain  
32 an office in that jurisdiction, the street ~~and mailing~~ address  
33 of the required office.

34 *d.* The name and street ~~and mailing~~ address of the foreign  
35 limited partnership's initial agent for service of process in

1 this state.

2 e. The name and street ~~and mailing~~ address of each of the  
3 foreign limited partnership's general partners.

4 Sec. 14. Section 488.906, subsection 1, paragraph d, Code  
5 2013, is amended to read as follows:

6 d. Deliver for filing a statement of a change under section  
7 488.115 within thirty days after a change has occurred in the  
8 name or street address of the agent.

9 Sec. 15. Section 488.1104, subsection 1, paragraph a,  
10 subparagraph (6), Code 2013, is amended to read as follows:

11 (6) If the converted organization is a foreign organization  
12 not authorized to transact business in this state, the street  
13 ~~and mailing~~ address of an office which the secretary of state  
14 may use for the purposes of section 488.1105, subsection 3.

15 Sec. 16. Section 488.1108, subsection 2, paragraph g, Code  
16 2013, is amended to read as follows:

17 g. If the surviving organization is a foreign organization  
18 not authorized to transact business in this state, the street  
19 ~~and mailing~~ address of an office which the secretary of state  
20 may use for the purposes of section 488.1109, subsection 2.

21 Sec. 17. Section 489.109, Code 2013, is amended to read as  
22 follows:

23 **489.109 Reservation of name.**

24 1. A person may reserve the exclusive use of the name of a  
25 limited liability company, including a fictitious or assumed  
26 name for a foreign limited liability company whose name is  
27 not available, by delivering an application to the secretary  
28 of state for filing. The application must state the name  
29 and street address of the applicant and the name proposed  
30 to be reserved. If the secretary of state finds that the  
31 name applied for is available, it must be reserved for the  
32 applicant's exclusive use for a one-hundred-twenty-day period.

33 2. The owner of a name reserved for a limited liability  
34 company may transfer the reservation to another person by  
35 delivering to the secretary of state for filing a signed notice

1 of the transfer which states the name and street address of the  
2 transferee.

3 Sec. 18. Section 489.114, subsection 1, paragraph b, Code  
4 2013, is amended to read as follows:

5 b. If the current registered office is to be changed, the  
6 street ~~and mailing~~ addresses of the new registered office.

7 Sec. 19. Section 489.114, subsection 3, Code 2013, is  
8 amended to read as follows:

9 3. If a registered agent changes the registered agent's  
10 business address to another place, the registered agent  
11 may change the business address and the street address of  
12 the registered agent by filing a statement as required by  
13 subsection 2 for each limited liability company or foreign  
14 limited liability company, or a single statement of all limited  
15 liability companies or all foreign limited liability companies  
16 named in the notice, except that it need be signed only by the  
17 registered agent and need not be responsive to subsection 1,  
18 paragraph "c", and must recite that a copy of the statement  
19 has been mailed to each limited liability company or foreign  
20 limited liability company named in the notice.

21 Sec. 20. Section 489.702, subsection 4, paragraph b,  
22 subparagraph (3), Code 2013, is amended to read as follows:

23 (3) Provide the street ~~and mailing addresses~~ address of the  
24 person.

25 Sec. 21. Section 489.703, subsection 2, paragraph b, Code  
26 2013, is amended to read as follows:

27 b. Provide a ~~mailing~~ street address to which the claim is  
28 to be sent.

29 Sec. 22. Section 489.704, subsection 2, paragraph b, Code  
30 2013, is amended to read as follows:

31 b. Describe the information required to be contained in a  
32 claim and provide a ~~mailing~~ street address to which the claim  
33 is to be sent.

34 Sec. 23. Section 489.802, subsection 1, paragraph c, Code  
35 2013, is amended to read as follows:

1     *c.* The street ~~and mailing addresses~~ address of the company's  
2 principal office and, if the law of the jurisdiction under  
3 which the company is formed requires the company to maintain an  
4 office in that jurisdiction, the street ~~and mailing addresses~~  
5 address of the required office.

6     Sec. 24. Section 489.806, subsection 1, paragraph d, Code  
7 2013, is amended to read as follows:

8     *d.* Deliver for filing a statement of a change under section  
9 489.114 within thirty days after a change has occurred in the  
10 name of its registered agent or the street address of its  
11 registered office.

12     Sec. 25. Section 489.807, subsection 1, paragraphs c and d,  
13 Code 2013, are amended to read as follows:

14     *c.* A ~~mailing~~ street address to which the secretary of state  
15 may mail a copy of any process served on the secretary of state  
16 under paragraph "b".

17     *d.* A commitment to notify the secretary of state in the  
18 future of any change in the ~~mailing~~ street address of the  
19 foreign limited liability company.

20     Sec. 26. Section 489.1004, subsection 2, paragraph g, Code  
21 2013, is amended to read as follows:

22     *g.* If the surviving organization is a foreign organization  
23 not authorized to transact business in this state, the street  
24 ~~and mailing addresses~~ address of an office that the secretary  
25 of state may use for the purposes of section 489.1005,  
26 subsection 2.

27     Sec. 27. Section 489.1008, subsection 1, paragraph a,  
28 subparagraph (7), Code 2013, is amended to read as follows:

29     (7) If the converted organization is a foreign organization  
30 not authorized to transact business in this state, the street  
31 ~~and mailing addresses~~ address of an office which the secretary  
32 of state may use for the purposes of section 489.1009,  
33 subsection 3.

34     Sec. 28. Section 489.1012, subsection 1, paragraph g, Code  
35 2013, is amended to read as follows:

1     *g.* If the domesticated company was a foreign limited  
2 liability company not authorized to transact business in this  
3 state, the street ~~and mailing addresses~~ address of an office  
4 that the secretary of state may use for the purposes of section  
5 489.1013, subsection 2.

6     Sec. 29. Section 490.120, subsection 12, paragraph d,  
7 subparagraph (1), Code 2013, is amended to read as follows:

8     (1) The name and street address of any person required in  
9 a filed document.

10    Sec. 30. Section 490.141, subsection 3, paragraph a, Code  
11 2013, is amended to read as follows:

12    *a.* Upon deposit in the United States mail, if mailed  
13 postpaid and correctly addressed to the shareholder's  
14 street address shown in the corporation's current record of  
15 shareholders.

16    Sec. 31. Section 490.202, subsection 1, paragraph d, Code  
17 2013, is amended to read as follows:

18    *d.* The name and street address of each incorporator.

19    Sec. 32. Section 490.202, subsection 2, paragraph a, Code  
20 2013, is amended to read as follows:

21    *a.* The names and street addresses of the individuals who are  
22 to serve as the initial directors.

23    Sec. 33. Section 490.402, Code 2013, is amended to read as  
24 follows:

25     **490.402 Reserved name.**

26    1. A person may reserve the exclusive use of a corporate  
27 name, including a fictitious name for a foreign corporation  
28 whose corporate name is not available, by delivering an  
29 application to the secretary of state for filing. The  
30 application must set forth the name and street address of  
31 the applicant and the name proposed to be reserved. If the  
32 secretary of state finds that the corporate name applied for is  
33 available, the secretary of state shall reserve the name for  
34 the applicant's exclusive use for a nonrenewable one hundred  
35 twenty day period.

1     2. The owner of a reserved corporate name may transfer the  
2 reservation to another person by delivering to the secretary of  
3 state a signed notice of the transfer that states the name and  
4 street address of the transferee.

5     Sec. 34. Section 490.502, subsection 3, Code 2013, is  
6 amended to read as follows:

7     3. If a registered agent changes the registered agent's  
8 business address to another place, the registered agent  
9 may change the business address and the street address of  
10 the registered agent by filing a statement as required in  
11 subsection 2 for each corporation, or a single statement for  
12 all corporations named in the notice, except that it need be  
13 signed only by the registered agent and need not be responsive  
14 to subsection 1, paragraph "c", and must recite that a copy of  
15 the statement has been mailed to each corporation named in the  
16 notice.

17     Sec. 35. Section 490.720, subsection 1, Code 2013, is  
18 amended to read as follows:

19     1. After fixing a record date for a meeting, a corporation  
20 shall prepare an alphabetical list of the names of all its  
21 shareholders who are entitled to notice of a shareholders'  
22 meeting. The list must be arranged by voting group and  
23 within each voting group by class or series of shares, and  
24 show the street address of and number of shares held by each  
25 shareholder.

26     Sec. 36. Section 490.730, subsection 1, Code 2013, is  
27 amended to read as follows:

28     1. One or more shareholders may create a voting trust,  
29 conferring on a trustee the right to vote or otherwise act for  
30 them, by signing an agreement setting out the provisions of the  
31 trust, which may include anything consistent with its purpose,  
32 and transferring their shares to the trustee. When a voting  
33 trust agreement is signed, the trustee shall prepare a list  
34 of the names and street addresses of all owners of beneficial  
35 interests in the trust, together with the number and class of

1 shares each transferred to the trust, and deliver copies of the  
2 list and agreement to the corporation's principal office.

3 Sec. 37. Section 490.1005, subsections 2 and 3, Code 2013,  
4 are amended to read as follows:

5 2. To delete the names and street addresses of the initial  
6 directors.

7 3. To delete the name and street address of the initial  
8 registered agent or registered office, if a statement of change  
9 is on file with the secretary of state.

10 Sec. 38. Section 490.1113, subsection 1, paragraph a,  
11 subparagraph (6), Code 2013, is amended to read as follows:

12 (6) If the converted entity is a foreign other entity not  
13 authorized to transact business in this state, the street and  
14 ~~mailing~~ address of an office which the secretary of state may  
15 use for the purposes of section 490.1114, subsection 3.

16 Sec. 39. Section 490.1303, subsection 1, Code 2013, is  
17 amended to read as follows:

18 1. A record shareholder may assert appraisal rights  
19 as to fewer than all the shares registered in the record  
20 shareholder's name but owned by a beneficial shareholder only  
21 if the record shareholder objects with respect to all shares  
22 of the class or series owned by the beneficial shareholder  
23 and notifies the corporation in writing of the name and  
24 street address of each beneficial shareholder on whose behalf  
25 appraisal rights are being asserted. The rights of a record  
26 shareholder who asserts appraisal rights for only part of  
27 the shares held of record in the record shareholder's name  
28 under this subsection shall be determined as if the shares  
29 as to which the record shareholder objects and the record  
30 shareholder's other shares were registered in the names of  
31 different record shareholders.

32 Sec. 40. Section 490.1406, subsection 2, paragraph b, Code  
33 2013, is amended to read as follows:

34 b. Provide a ~~mailing~~ street address where a claim may be  
35 sent.

1     Sec. 41. Section 490.1407, subsection 2, paragraph b, Code  
2 2013, is amended to read as follows:

3     *b.* Describe the information that must be included in a claim  
4 and provide a ~~mailing~~ street address where the claim may be  
5 sent.

6     Sec. 42. Section 490.1503, subsection 1, paragraphs e and f,  
7 Code 2013, are amended to read as follows:

8     *e.* The street address of its registered office in this state  
9 and the name of its registered agent at that office.

10    *f.* The names and usual business street addresses of its  
11 current directors and officers.

12    Sec. 43. Section 490.1520, subsection 2, paragraph d, Code  
13 2013, is amended to read as follows:

14    *d.* A ~~mailing~~ street address to which the secretary of state  
15 may mail a copy of any process served on the secretary of state  
16 under paragraph "c".

17    Sec. 44. Section 490.1520, subsection 3, Code 2013, is  
18 amended to read as follows:

19    3. After the withdrawal of the corporation is effective,  
20 service of process on the secretary of state under this  
21 section is service on the foreign corporation. Upon receipt  
22 of process, the secretary of state shall mail a copy of the  
23 process to the foreign corporation at the ~~mailing~~ street  
24 address set forth under subsection 2.

25    Sec. 45. Section 490.1531, subsection 4, Code 2013, is  
26 amended to read as follows:

27    4. The secretary of state's revocation of a foreign  
28 corporation's certificate of authority appoints the secretary  
29 of state the foreign corporation's agent for service of process  
30 in any proceeding based on a cause of action which arose  
31 during the time the foreign corporation was authorized to  
32 transact business in this state. Service of process on the  
33 secretary of state under this subsection is service on the  
34 foreign corporation. Upon receipt of process, the secretary  
35 of state shall mail a copy of the process to the secretary of

1 the foreign corporation at its principal office shown in its  
2 most recent biennial report or in any subsequent communication  
3 received from the corporation stating the current ~~mailing~~  
4 street address of its principal office, or, if none is on file,  
5 in its application for a certificate of authority.

6 Sec. 46. Section 490.1601, subsection 3, Code 2013, is  
7 amended to read as follows:

8 3. A corporation or its agent shall maintain a record  
9 of its shareholders in a form that permits preparation of a  
10 list of the names and street addresses of all shareholders in  
11 alphabetical order by class of shares showing the number and  
12 class of shares held by each.

13 Sec. 47. Section 490.1601, subsection 5, paragraph f, Code  
14 2013, is amended to read as follows:

15 f. A list of the names and ~~business~~ street addresses of its  
16 current directors and officers.

17 Sec. 48. Section 490.1606, subsection 1, paragraphs a and b,  
18 Code 2013, are amended to read as follows:

19 a. Notice of two consecutive annual meetings, and all  
20 notices of meetings during the period between such two  
21 consecutive annual meetings, have been sent to such shareholder  
22 at such shareholder's street address as shown on the records of  
23 the corporation and have been returned undeliverable.

24 b. All, but not less than two, payments of dividends on  
25 securities during a twelve-month period, or two consecutive  
26 payments of dividends on securities during a period of more  
27 than twelve months, have been sent to such shareholder at such  
28 shareholder's street address as shown on the records of the  
29 corporation and have been returned undeliverable.

30 Sec. 49. Section 490.1606, subsection 2, Code 2013, is  
31 amended to read as follows:

32 2. If any such shareholder shall deliver to the corporation  
33 a written notice setting forth such shareholder's then-current  
34 street address, the requirement that notice be given to such  
35 shareholder shall be reinstated.

1     Sec. 50. Section 490.1701, subsection 3, paragraph a, Code  
2 2013, is amended to read as follows:

3     a. The corporation shall amend or restate its articles of  
4 incorporation to indicate that the corporation adopts this  
5 chapter and to designate the street address of its initial  
6 registered office and the name of its registered agent at that  
7 office and, if the name of the corporation is not in compliance  
8 with the requirements of this chapter, to change the name of  
9 the corporation to one complying with the requirements of this  
10 chapter.

11    Sec. 51. Section 499.27, Code 2013, is amended to read as  
12 follows:

13     **499.27 Meetings.**

14     1. Regular meetings of members shall be held at least once  
15 each year, the first of which shall be on the date specified  
16 in its articles. Unless otherwise provided in the articles or  
17 bylaws, subsequent meetings shall be on the same date in each  
18 succeeding year.

19     2. Unless otherwise provided in the articles, the directors  
20 may call special meetings of members, and must do so upon  
21 written demand of twenty percent of the members.

22     3. Unless the member waives it in writing, each member  
23 shall have ten days' written notice of the time and place  
24 of all meetings, and of the purpose of all special meetings.  
25 Such notice shall be given to the member in person or  
26 by mail directed to the member's street address as shown  
27 on the books of the association, or if the articles so  
28 provide, by publication in a regular publication of general  
29 circulation among its members, or a newspaper of general  
30 circulation published at the principal place of business of the  
31 association.

32    Sec. 52. Section 499.30A, subsection 4, paragraph a, Code  
33 2013, is amended to read as follows:

34     a. The name and street address of the cooperative  
35 association.

1     Sec. 53. Section 499.40, subsections 1 and 4, Code 2013, are  
2 amended to read as follows:

3     1. The name of the association, which must include the word  
4 "cooperative"; and the street address of its principal office.

5     4. The name, occupation, and ~~post-office~~ street address of  
6 each incorporator.

7     Sec. 54. Section 499.73, subsection 3, Code 2013, is amended  
8 to read as follows:

9     3. If a registered agent changes the registered agent's  
10 business address to another place, the registered agent  
11 may change the business address and the street address of  
12 the registered agent by filing a statement as required in  
13 subsection 2 for each association, or a single statement for  
14 all associations named in the notice, except that it need be  
15 signed only by the registered agent or agents and need not be  
16 responsive to subsection 1, paragraph "e", and must recite that  
17 a copy of the statement has been mailed to each association  
18 named in the notice.

19     Sec. 55. Section 499A.3B, Code 2013, is amended to read as  
20 follows:

21     **499A.3B Notice of members meetings.**

22     Unless the articles of incorporation or the bylaws otherwise  
23 provide, written notice stating the place, day, and hour of the  
24 meeting and, in the case of a special meeting, the purpose or  
25 purposes for which the meeting is called, shall be delivered no  
26 less than ten nor more than fifty days before the date of the  
27 meeting, either personally or by mail, by or at the direction  
28 of the president, the secretary, or the officer or persons  
29 calling the meeting, to each member entitled to vote at the  
30 meeting. If mailed, notice is deemed to be delivered when  
31 deposited in the United States mail addressed to the member at  
32 the member's street address as it appears on the records of the  
33 cooperative, with postage prepaid.

34     Sec. 56. Section 499A.9, Code 2013, is amended to read as  
35 follows:

1     **499A.9 Amendments of articles.**

2     Any cooperative organized under this chapter may change its  
3 name or amend its articles of incorporation by a vote of a  
4 majority of the members, in such manner as may be provided in  
5 its articles; but if no such provision is made in the articles  
6 the same may be amended at any regular meeting or special  
7 meeting called for that purpose by the president or secretary  
8 or a majority of the board of directors. Notice of any meeting  
9 at which it is proposed to amend the articles of incorporation,  
10 shall be given by mailing to each member at the member's last  
11 known ~~post-office~~ street address at least ten days prior to  
12 such meeting, a notice signed by the secretary setting forth  
13 the proposed amendments in substance, or by two publications  
14 of said notice in some daily or weekly newspaper in general  
15 circulation in the county wherein said cooperative has its  
16 principal place of business. The last publication of said  
17 notice shall be not less than ten days prior to the date of said  
18 meeting. There shall be paid to the secretary of state at the  
19 time of the filing of such change or amendment a recording fee  
20 of fifty cents per page.

21     Sec. 57. Section 499A.22, subsection 2, Code 2013, is  
22 amended to read as follows:

23     2. The cooperative, upon a member's nonpayment of carrying  
24 charges and assessments and the cooperative's compliance with  
25 this section, may sell the defaulting member's cooperative  
26 interest. Sale may be at a public sale or by private  
27 negotiation, and at any time and place, but every aspect of the  
28 sale, including the method, advertising, time, place, and terms  
29 must be reasonable. The cooperative shall give to the member  
30 and any sublessees of the member reasonable written notice of  
31 the time and place of a public sale or, if a private sale is  
32 intended, of the intention of entering into a contract to sell  
33 and of the time after which a private disposition may be made.  
34 The same notice shall also be sent to any other person who has  
35 a recorded interest in the defaulting member's cooperative

1 interest which would be extinguished by the sale. The notices  
2 required by this subsection may be sent to any street address  
3 reasonable under the circumstances. Sale may not be held until  
4 five weeks after the sending of the notice. The cooperative  
5 may buy at a public sale, and, if the sale is conducted by a  
6 fiduciary or other person not related to the cooperative, at a  
7 private sale.

8 Sec. 58. Section 501.103, subsection 3, paragraph a, Code  
9 2013, is amended to read as follows:

10 a. The cooperative's name and street address.

11 Sec. 59. Section 501.106, subsection 3, paragraph b, Code  
12 2013, is amended to read as follows:

13 b. If a registered agent changes the registered agent's  
14 business address to another place, the registered agent may  
15 change the business address and the street address of the  
16 registered agent by filing a statement as required in paragraph  
17 "a" for each cooperative, or a single statement for all  
18 cooperatives named in the notice, except that it need be signed  
19 only by the registered agent or agents or be responsive to  
20 subsection 2, paragraph "e". The statement must recite that a  
21 copy of the statement has been mailed to each cooperative named  
22 in the notice.

23 Sec. 60. Section 501.202, subsection 1, paragraphs a and b,  
24 Code 2013, are amended to read as follows:

25 a. The name, street address, and occupation of each  
26 organizer.

27 b. The names and street addresses of the initial directors.

28 Sec. 61. Section 501.302, subsection 3, Code 2013, is  
29 amended to read as follows:

30 3. A cooperative shall give each member at least ten  
31 days' advance notice of the time, place, and the issues to be  
32 considered at each member meeting. This notice may be given  
33 in person or by mail to the last known street address of the  
34 member, or the notice requirement may be met by the member  
35 waiving the notice.

1     Sec. 62. Section 501.304, subsection 1, Code 2013, is  
2 amended to read as follows:

3     1. Within ten days from receiving a demand of a member, the  
4 cooperative shall produce and furnish the member with the names  
5 and street addresses of all members of the cooperative.

6     Sec. 63. Section 501.701, subsection 3, Code 2013, is  
7 amended to read as follows:

8     3. A cooperative or its agent shall maintain a record of its  
9 interest holders in a form that permits preparation of a list  
10 of the names and street addresses of all interest holders in  
11 alphabetical order by class of interests showing the number and  
12 class of interests held by each.

13     Sec. 64. Section 501.701, subsection 5, paragraph f, Code  
14 2013, is amended to read as follows:

15     f. A list of the names and ~~business~~ street addresses of its  
16 current directors and officers.

17     Sec. 65. Section 501.713, subsection 1, paragraphs b  
18 through d, Code 2013, are amended to read as follows:

19     b. The street address of its registered office and the name  
20 of its registered agent at that office in this state, together  
21 with the consent of any new registered agent.

22     c. The street address of its principal office.

23     d. The names and street addresses of the president,  
24 secretary, treasurer, and one member of the board of directors.

25     Sec. 66. Section 501.807, subsection 2, paragraph b, Code  
26 2013, is amended to read as follows:

27     b. Provide a ~~mailing~~ street address where a claim may be  
28 sent.

29     Sec. 67. Section 501.808, subsection 2, paragraph b, Code  
30 2013, is amended to read as follows:

31     b. Describe the information that must be included in a claim  
32 and provide a ~~mailing~~ street address where the claim may be  
33 sent.

34     Sec. 68. Section 501A.102, subsection 1, Code 2013, is  
35 amended to read as follows:

1 1. "Address" means mailing street address, including a zip  
2 code. ~~In the case of a registered address, the term means the~~  
3 ~~mailing address and the actual office location, which shall not~~  
4 ~~be a post office box.~~

5 Sec. 69. Section 501A.222, subsection 1, paragraphs d and e,  
6 Code 2013, are amended to read as follows:

7 d. ~~A mailing~~ An address to which the secretary may mail a  
8 copy of any process served on the secretary under paragraph "c".

9 e. A commitment to notify the secretary in the future of any  
10 change in the mailing address of the foreign cooperative.

11 Sec. 70. Section 501A.803, subsection 5, paragraph a, Code  
12 2013, is amended to read as follows:

13 a. The cooperative shall give notice of regular members'  
14 meetings by mailing the regular members' meeting notice to  
15 each member at the members' last known ~~post office~~ address or  
16 by other notification approved by the board and agreed to by  
17 the members. The regular members' meeting notice shall be  
18 published or otherwise given by approved method at least two  
19 weeks before the date of the meeting or mailed at least fifteen  
20 days before the date of the meeting.

21 Sec. 71. Section 501A.804, subsection 2, Code 2013, is  
22 amended to read as follows:

23 2. *Notice.* The cooperative shall give notice of a special  
24 members' meeting by mailing the special members' meeting notice  
25 to each member personally at the person's last known ~~post~~  
26 ~~office~~ address, or by another process determined by the board  
27 if the member is to vote by an alternative voting method as  
28 approved by the board and agreed to by the member individually  
29 or the members generally. For a member that is an entity, the  
30 notice mailed, or delivered by another process for vote by  
31 an alternative voting method, shall be to an officer of the  
32 entity. The special members' meeting notice shall state the  
33 time, place, and purpose of the special members' meeting. The  
34 special members' meeting notice shall be issued within ten  
35 days from and after the date of the presentation of a members'

1 petition, and the special members' meeting shall be held within  
2 thirty days after the date of the presentation of the members'  
3 petition.

4 Sec. 72. Section 501A.1206, Code 2013, is amended to read  
5 as follows:

6 **501A.1206 Application for court-supervised voluntary**  
7 **dissolution.**

8 After a notice of intent to dissolve has been filed with  
9 the secretary and before a certificate of dissolution has been  
10 issued, the cooperative or, for good cause shown, a member  
11 or creditor may apply to a court within the county where the  
12 registered street address is located to have the dissolution  
13 conducted or continued under the supervision of the court.

14 Sec. 73. Section 501A.1207, subsection 5, Code 2013, is  
15 amended to read as follows:

16 5. *Venue.* Proceedings under this section shall be brought  
17 in a court within the county where the registered street  
18 address of the cooperative is located.

19 Sec. 74. Section 501B.7, subsection 3, paragraph b, Code  
20 2013, is amended to read as follows:

21 *b.* ~~The address in this state, including the street address,~~  
22 ~~if any,~~ of the association or, if the association does not have  
23 an address in this state, its out-of-state address.

24 Sec. 75. Section 501B.11, subsection 2, paragraph b, Code  
25 2013, is amended to read as follows:

26 *b.* The name of the person in this state authorized to  
27 receive service of process and the person's ~~address, including~~  
28 ~~the street address,~~ in this state.

29 Sec. 76. Section 504.142, subsection 4, paragraph a, Code  
30 2013, is amended to read as follows:

31 *a.* Upon deposit in the United States mail, if mailed  
32 postpaid and correctly addressed to the member's street address  
33 shown in the corporation's current record of members.

34 Sec. 77. Section 504.142, subsections 6 through 8, Code  
35 2013, are amended to read as follows:

1     6. Written notice is correctly addressed to a member of a  
2 domestic or foreign corporation if addressed to the member's  
3 street address shown in the corporation's current list of  
4 members.

5     7. A written notice or report delivered as part of a  
6 newsletter, magazine, or other publication regularly sent  
7 to members shall constitute a written notice or report if  
8 addressed or delivered to the member's street address shown in  
9 the corporation's current list of members, or in the case of  
10 members who are residents of the same household and who have  
11 the same street address in the corporation's current list of  
12 members, if addressed or delivered to one of such members, at  
13 the street address appearing on the current list of members.

14     8. Written notice is correctly addressed to a domestic or  
15 foreign corporation authorized to transact business in this  
16 state, other than in its capacity as a member, if addressed to  
17 its registered agent or to its secretary at the street address  
18 of its principal office shown in its most recent biennial  
19 report or, in the case of a foreign corporation that has not  
20 yet delivered a biennial report, in its application for a  
21 certificate of authority.

22     Sec. 78. Section 504.202, subsection 1, paragraphs b and c,  
23 Code 2013, are amended to read as follows:

24     *b.* The street address of the corporation's initial  
25 registered office and the name of its initial registered agent  
26 at that office.

27     *c.* The name and street address of each incorporator.

28     Sec. 79. Section 504.202, subsection 2, paragraph b, Code  
29 2013, is amended to read as follows:

30     *b.* The names and street addresses of the individuals who are  
31 to serve as the initial directors.

32     Sec. 80. Section 504.402, subsection 2, Code 2013, is  
33 amended to read as follows:

34     2. The owner of a reserved corporate name may transfer the  
35 reservation to another person by delivering to the secretary of

1 state a signed notice of the transfer that states the name and  
2 street address of the transferee.

3 Sec. 81. Section 504.501, subsection 1, Code 2013, is  
4 amended to read as follows:

5 1. A registered office with the same street address as that  
6 of the registered agent.

7 Sec. 82. Section 504.502, subsection 1, paragraphs b and d,  
8 Code 2013, are amended to read as follows:

9 b. If the current registered office is to be changed, the  
10 street address of the new registered office.

11 d. That after the change or changes are made, the street  
12 addresses of its registered office and the office of its  
13 registered agent will be identical.

14 Sec. 83. Section 504.502, subsections 2 and 3, Code 2013,  
15 are amended to read as follows:

16 2. If the street address of a registered agent's business  
17 office is changed, the registered agent may change the street  
18 address of the registered office of any corporation for which  
19 the registered agent is the registered agent by notifying the  
20 corporation in writing of the change and by signing, either  
21 manually or in facsimile, and delivering to the secretary  
22 of state for filing, a statement that complies with the  
23 requirements of subsection 1 and recites that the corporation  
24 has been notified of the change.

25 3. If a registered agent changes the registered agent's  
26 business street address to another place, the registered agent  
27 may change the street address of the registered office of any  
28 corporation for which the registered agent is the registered  
29 agent by filing a statement as required in subsection 2 for  
30 each corporation, or by filing a single statement for all  
31 corporations named in the notice, except that it need be  
32 signed, either manually or in facsimile, only once by the  
33 registered agent and must recite that a copy of the statement  
34 has been mailed to each corporation named in the notice.

35 Sec. 84. Section 504.504, subsection 2, unnumbered

1 paragraph 1, Code 2013, is amended to read as follows:

2 If a corporation has no registered agent, or the agent  
3 cannot with reasonable diligence be served, the corporation  
4 may be served by registered or certified mail, return receipt  
5 requested, addressed to the secretary of the corporation at the  
6 street address of its principal office shown in the most recent  
7 biennial report filed pursuant to section 504.1613. Service  
8 is perfected under this subsection on the earliest of any of  
9 the following:

10 Sec. 85. Section 504.622, subsection 4, Code 2013, is  
11 amended to read as follows:

12 4. Any written notice given by mail pursuant to this section  
13 must be given by first class or certified mail sent to the  
14 last street address of the member shown on the corporation's  
15 records.

16 Sec. 86. Section 504.711, subsection 1, Code 2013, is  
17 amended to read as follows:

18 1. After fixing a record date for a notice of a meeting, a  
19 corporation shall prepare an alphabetical list of the names of  
20 all its members who are entitled to notice of the meeting. The  
21 list must show the street address of each member and number  
22 of votes each member is entitled to cast at the meeting. The  
23 corporation shall prepare on a current basis through the time  
24 of the membership meeting a list of members, if any, who are  
25 entitled to vote at the meeting, but not entitled to notice of  
26 the meeting. This list shall be prepared on the same basis as  
27 and be part of the list of members.

28 Sec. 87. Section 504.1002, subsection 1, paragraphs b and c,  
29 Code 2013, are amended to read as follows:

30 b. To delete the names and street addresses of the initial  
31 directors.

32 c. To delete the name and street address of the initial  
33 registered agent or registered office, if a statement of change  
34 is on file with the secretary of state.

35 Sec. 88. Section 504.1406, subsection 2, paragraph b, Code

1 2013, is amended to read as follows:

2     *b.* Provide a ~~mailing~~ street address where a claim may be  
3 sent.

4     Sec. 89. Section 504.1407, subsection 2, paragraph *b*, Code  
5 2013, is amended to read as follows:

6     *b.* Describe the information that must be included in a claim  
7 and provide a ~~mailing~~ street address where the claim may be  
8 sent.

9     Sec. 90. Section 504.1503, subsection 1, paragraphs *d*  
10 through *f*, Code 2013, are amended to read as follows:

11     *d.* The street address of its principal office.

12     *e.* The street address of its registered office in this state  
13 and the name of its registered agent at that office.

14     *f.* The names and usual business or home street addresses of  
15 its current directors and officers.

16     Sec. 91. Section 504.1507, subsection 1, Code 2013, is  
17 amended to read as follows:

18     1. A registered office with the same street address as that  
19 of its registered agent.

20     Sec. 92. Section 504.1508, subsection 1, paragraphs *b* and *d*,  
21 Code 2013, are amended to read as follows:

22     *b.* If the current registered office is to be changed, the  
23 street address of its new registered office.

24     *d.* That after the change or changes are made, the street  
25 addresses of its registered office and the office of its  
26 registered agent will be identical.

27     Sec. 93. Section 504.1508, subsections 2 and 3, Code 2013,  
28 are amended to read as follows:

29     2. If a registered agent changes the street address of  
30 its business office, the agent may change the street address  
31 of the registered office of any foreign corporation for which  
32 the agent is the registered agent by notifying the corporation  
33 in writing of the change and signing either manually or in  
34 facsimile and delivering to the secretary of state for filing  
35 a statement of change that complies with the requirements of

1 subsection 1 and recites that the corporation has been notified  
2 of the change.

3 3. If a registered agent changes the registered agent's  
4 business street address to another place, the registered agent  
5 may change the street address of the registered office of any  
6 corporation for which the registered agent is the registered  
7 agent by filing a statement as required in subsection 2 for  
8 each corporation, or by filing a single statement for all  
9 corporations named in the notice, except that it must be signed  
10 either manually or in facsimile only by the registered agent  
11 and must recite that a copy of the statement has been mailed to  
12 each corporation named in the notice.

13 Sec. 94. Section 504.1510, subsection 2, unnumbered  
14 paragraph 1, Code 2013, is amended to read as follows:

15 A foreign corporation may be served by registered or  
16 certified mail, return receipt requested, addressed to the  
17 secretary of the foreign corporation at the street address of  
18 its principal office shown in its application for a certificate  
19 of authority or in its most recent biennial report filed under  
20 section 504.1613 if any of the following conditions apply:

21 Sec. 95. Section 504.1521, subsection 2, paragraph d, Code  
22 2013, is amended to read as follows:

23 d. A ~~mailing~~ street address to which the secretary of state  
24 may mail a copy of any process served on the secretary of state  
25 under paragraph "c".

26 Sec. 96. Section 504.1521, subsection 3, Code 2013, is  
27 amended to read as follows:

28 3. After the withdrawal of the corporation is effective,  
29 service of process on the secretary of state under this  
30 section is service on the foreign corporation. Upon receipt  
31 of process, the secretary of state shall mail a copy of the  
32 process to the foreign corporation at the ~~mailing~~ street  
33 address set forth in its application for withdrawal.

34 Sec. 97. Section 504.1532, subsection 5, Code 2013, is  
35 amended to read as follows:

1     5. The secretary of state's revocation of a foreign  
2 corporation's certificate of authority appoints the secretary  
3 of state the foreign corporation's agent for service of  
4 process in any proceeding based on a cause of action that  
5 arose during the time the foreign corporation was authorized  
6 to transact business in this state. Service of process on the  
7 secretary of state under this subsection is service on the  
8 foreign corporation. Upon receipt of process, the secretary  
9 of state shall mail a copy of the process to the secretary of  
10 the foreign corporation at its principal office shown in its  
11 most recent biennial report or in any subsequent communications  
12 received from the corporation stating the current mailing  
13 street address of its principal office or, if none are on file,  
14 in its application for a certificate of authority.

15     Sec. 98. Section 504.1601, subsection 3, Code 2013, is  
16 amended to read as follows:

17     3. A corporation or its agent shall maintain a record of  
18 its members in a form that permits preparation of a list of  
19 the names and street addresses of all members, in alphabetical  
20 order by class, showing the number of votes each member is  
21 entitled to vote.

22     Sec. 99. Section 504.1601, subsection 5, paragraph f, Code  
23 2013, is amended to read as follows:

24     *f.* A list of the names and business or home street addresses  
25 of its current directors and officers.

26     Sec. 100. Section 504.1607, Code 2013, is amended to read  
27 as follows:

28     **504.1607 Exception to notice requirement.**

29     1. Whenever notice is required to be given under any  
30 provision of this chapter to any member, such notice shall not  
31 be required to be given if notice of two consecutive annual  
32 meetings, and all notices of meetings during the period between  
33 such two consecutive annual meetings, have been sent to the  
34 member at the member's street address as shown on the records  
35 of the corporation and have been returned as undeliverable.

1        2. If the member delivers to the corporation a written  
2 notice setting forth the member's then-current street address,  
3 the requirement that notice be given to the member shall be  
4 reinstated.

5      Sec. 101. Section 504.1613, subsection 1, paragraphs b  
6 through d, Code 2013, are amended to read as follows:

7       b. The street address of the corporation's registered office  
8 and the name of the corporation's registered agent at that  
9 office in this state, together with the consent of any new  
10 registered agent.

11      *c.* The street address of the corporation's principal office.

12 d. The names and street addresses of the president,  
13 secretary, treasurer, and one member of the board of directors.

## DIVISION II

15 DELIVERY OF FILED RECORDS TO A BUSINESS ENTITY OR REQUESTOR FOR  
16 LIMITED PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

17      Sec. 102. Section 488.206, subsection 1, Code 2013, is  
18 amended to read as follows:

19 1. A record authorized or required to be delivered to  
20 the secretary of state for filing under this chapter ~~must~~  
21 shall be captioned to describe the record's purpose, contain  
22 the information required by this chapter but may include  
23 other information as well, and be in a medium permitted by  
24 the secretary of state. The document must be typewritten or  
25 printed. If the document is electronically transmitted, it  
26 must be in a format that can be retrieved or reproduced in  
27 typewritten or printed form. The document must be delivered  
28 to the office of the secretary of state for filing. Delivery  
29 may be made by electronic transmission if and to the extent  
30 permitted by the secretary of state. The secretary of state  
31 may adopt rules for the electronic filing of documents and  
32 the certification of electronically filed documents. If it  
33 is filed in typewritten or printed form and not transmitted  
34 electronically, the secretary of state may require an exact or  
35 conformed copy to be delivered with the document. Unless the

1 secretary of state determines that a record does not comply  
2 with the filing requirements of this chapter, and if all filing  
3 fees have been paid, the secretary of state shall file the  
4 record and perform all of the following:

5     a. For a statement of dissociation, send ~~all of the~~  
6 ~~following:~~

7       (1) ~~A~~ a copy of the ~~filed statement and a receipt for the~~  
8 ~~fees~~ record to the person which the statement indicates has  
9 dissociated as a general partner.

10      (2) ~~A copy of the filed statement and receipt to the limited~~  
11 ~~partnership.~~

12     b. For a statement of withdrawal, send ~~all of the following:~~

13       (1) ~~A~~ a copy of the ~~filed statement and a receipt for the~~  
14 ~~fees~~ record to the person on whose behalf the record was filed.

15       (2) ~~If the statement refers to an existing limited~~  
16 ~~partnership, a copy of the filed statement and receipt to the~~  
17 ~~limited partnership.~~

18     c. ~~For all other records, send a copy of the filed record~~  
19 ~~and a receipt for the fees to the person on whose behalf the~~  
20 ~~record was filed.~~

21     Sec. 103. Section 488.206, subsection 2, Code 2013, is  
22 amended by striking the subsection.

23     Sec. 104. Section 489.205, subsection 1, Code 2013, is  
24 amended to read as follows:

25     1. A record authorized or required to be delivered to the  
26 secretary of state for filing under this chapter ~~must~~ shall  
27 be captioned to describe the record's purpose, be in a medium  
28 permitted by the secretary of state, and be delivered to the  
29 secretary of state. If the filing fees have been paid, unless  
30 the secretary of state determines that a record does not comply  
31 with the filing requirements of this chapter, the secretary of  
32 state shall file the record and ~~any of the following applies:~~

33       a. ~~For a statement of denial under section 489.303, send a~~  
34 ~~copy of the filed statement and a receipt for the fees to the~~  
35 ~~person on whose behalf the statement was delivered for filing~~

1 ~~and to the limited liability company.~~

2 ~~b. For all other records,~~ send a copy of the filed record  
3 and a receipt for the fees to the person on whose behalf the  
4 record was filed.

5 Sec. 105. Section 489.205, subsection 2, Code 2013, is  
6 amended by striking the subsection.

7 DIVISION III

8 PROOF OF EXISTENCE OR AUTHORIZATION FOR LIMITED PARTNERSHIPS,  
9 LIMITED LIABILITY COMPANIES, CORPORATIONS, COOPERATIVES, OR  
10 NONPROFIT CORPORATIONS

11 Sec. 106. Section 488.209, Code 2013, is amended to read as  
12 follows:

13 **488.209 Certificate of existence or authorization authority.**

14 1. ~~The secretary of state, upon request and payment of~~  
15 ~~the requisite fee, shall furnish a certificate of existence~~  
16 ~~for a limited partnership if the records filed in the office~~  
17 ~~of the secretary of state show that the secretary of state~~  
18 ~~has filed a certificate of limited partnership and has not~~  
19 ~~filed a statement of termination. A certificate of existence~~  
20 ~~must state all of the following:~~ Any person may apply to the  
21 secretary of state to furnish that person a certificate of  
22 existence for a domestic limited partnership or a certificate  
23 of authority for a foreign limited partnership.

24 2. A certificate of existence or authority shall include all  
25 of the following:

26 a. The domestic limited partnership's name that complies  
27 with section 488.108 or the foreign limited partnership's  
28 name used in this state that complies with section 488.108 or  
29 488.905.

30 b. That it was one of the following apply:

31 (1) If the limited partnership is a domestic limited  
32 partnership, that it is duly formed under the laws of this  
33 state, and the date of its formation, and the period of its  
34 duration if less than perpetual.

35 (2) If the limited partnership is a foreign limited

1 partnership, that it is authorized to transact business in this  
2 state.

3 ~~c. Whether That~~ all fees, taxes, and penalties under this  
4 chapter or other law due the secretary of state have been paid.

5 ~~d. Whether That~~ the limited partnership's most recent  
6 biennial report required by section 488.210 has been filed by  
7 the secretary of state.

8 ~~e. Whether That~~ in the case of a domestic limited  
9 partnership, the secretary of state has administratively  
10 dissolved not filed a statement of dissolution or a statement  
11 of termination concerning the limited partnership as provided  
12 in section 489.702.

13 ~~f. Whether the limited partnership's certificate of~~  
14 ~~limited partnership has been amended to state that the limited~~  
15 ~~partnership is dissolved.~~

16 ~~g. That a statement of termination has not been filed by the~~  
17 ~~secretary of state.~~

18 ~~h.~~ Other facts of record in the office of the secretary of  
19 state which that may be requested by the applicant.

20 ~~2. The secretary of state, upon request and payment of the~~  
21 ~~requisite fee, shall furnish a certificate of authorization~~  
22 ~~for a foreign limited partnership if the records filed in the~~  
23 ~~office of the secretary of state show that the secretary of~~  
24 ~~state has filed a certificate of authority, has not revoked~~  
25 ~~the certificate of authority, and has not filed a notice of~~  
26 ~~cancellation. A certificate of authorization must state all~~  
27 ~~of the following:~~

28 ~~a. The foreign limited partnership's name and any alternate~~  
29 ~~name adopted under section 488.905, subsection 1, for use in~~  
30 ~~this state.~~

31 ~~b. That it is authorized to transact business in this state.~~

32 ~~c. Whether all fees, taxes, and penalties under this chapter~~  
33 ~~or other law due the secretary of state have been paid.~~

34 ~~d. Whether the foreign limited partnership's most recent~~  
35 ~~biennial report required by section 488.210 has been filed by~~

1 ~~the secretary of state.~~

2 ~~e. That the secretary of state has not revoked its~~  
3 ~~certificate of authority and has not filed a notice of~~  
4 ~~cancellation.~~

5 ~~f. Other facts of record in the office of the secretary of~~  
6 ~~state which may be requested by the applicant.~~

7 3. Subject to any qualification stated in the certificate,  
8 a certificate of existence for a domestic limited partnership  
9 or authorization certificate of authority for a foreign  
10 limited partnership, issued by the secretary of state may be  
11 relied upon as conclusive evidence that the domestic limited  
12 partnership is in existence or foreign limited partnership is  
13 ~~in existence or is~~ authorized to transact business in this  
14 state.

15 Sec. 107. Section 489.117, subsection 1, paragraph t, Code  
16 2013, is amended to read as follows:

17 t. Application for certificate of  
18 existence or authorization authority ..... \$ 5

19 Sec. 108. Section 489.208, Code 2013, is amended to read as  
20 follows:

21 **489.208 Certificate of existence or authorization authority.**

22 1. ~~The secretary of state, upon request and payment of the~~  
23 ~~requisite fee, shall furnish to any person a certificate of~~  
24 ~~existence for a limited liability company if the records filed~~  
25 ~~in the office of the secretary of state show that the company~~  
26 ~~has been formed under section 489.201 and the secretary of~~  
27 ~~state has not filed a statement of termination pertaining to~~  
28 ~~the company. Any person may apply to the secretary of state to~~  
29 furnish that person a certificate of existence for a domestic  
30 limited liability company or a certificate of authority for a  
31 foreign limited liability company.

32 2. A certificate of existence ~~must state~~ or authority shall  
33 include all of the following:

34 a. The domestic limited liability company's name that  
35 complies with section 489.108 or the foreign limited liability

1 company's name used in this state complies with section 489.108  
2 or 489.805.

3 b. That the one of the following apply:

4 (1) If the limited liability company is a domestic limited  
5 liability company was, that it is duly formed under the laws  
6 of this state, the date of its formation, and the period of its  
7 duration if less than perpetual.

8 (2) If the limited liability company is a foreign limited  
9 liability company, that it is authorized to transact business  
10 in this state.

11 c. Whether That all fees, taxes, and penalties due under  
12 this chapter or other law to the secretary of state have been  
13 paid.

14 d. Whether That the company's most recent biennial report  
15 required by section 489.209 has been filed by the secretary of  
16 state.

17 e. Whether That in the case of a domestic limited  
18 liability company, the secretary of state has administratively  
19 dissolved not filed a statement of dissolution or statement of  
20 termination concerning the company.

21 f. Whether the company has delivered to the secretary of  
22 state for filing a statement of dissolution.

23 g. That a statement of termination has not been filed by the  
24 secretary of state.

25 h. Other facts of record in the office of the secretary of  
26 state which are specified that may be requested by the person  
27 requesting the certificate applicant.

28 2. The secretary of state, upon request and payment of the  
29 requisite fee, shall furnish to any person a certificate of  
30 authorization for a foreign limited liability company if the  
31 records filed in the office of the secretary of state show that  
32 the secretary of state has filed a certificate of authority,  
33 has not revoked the certificate of authority, and has not filed  
34 a notice of cancellation. A certificate of authorization must  
35 state all of the following:

1 ~~a. The company's name and any alternate name adopted under~~  
2 ~~section 489.805, subsection 1, for use in this state.~~

3 ~~b. That the company is authorized to transact business in~~  
4 ~~this state.~~

5 ~~c. Whether all fees, taxes, and penalties due under this~~  
6 ~~chapter or other law to the secretary of state have been paid.~~

7 ~~d. Whether the company's most recent biennial report~~  
8 ~~required by section 489.209 has been filed by the secretary of~~  
9 ~~state.~~

10 ~~e. That the secretary of state has not revoked the company's~~  
11 ~~certificate of authority and has not filed a notice of~~  
12 ~~cancellation.~~

13 ~~f. Other facts of record in the office of the secretary~~  
14 ~~of state which are specified by the person requesting the~~  
15 ~~certificate.~~

16 3. Subject to any qualification stated in the certificate,  
17 a certificate of existence for a domestic limited liability  
18 company, or certificate of authorization authority for a  
19 foreign limited liability company, issued by the secretary  
20 of state is conclusive evidence that the domestic limited  
21 liability company is in existence or the foreign limited  
22 liability company is authorized to transact business in this  
23 state.

24 Sec. 109. Section 490.122, subsection 1, paragraph x, Code  
25 2013, is amended to read as follows:

26 x. Application for certificate of existence or  
27 authorization authority ..... \$ 5

28 Sec. 110. Section 490.128, Code 2013, is amended to read as  
29 follows:

30 **490.128 Certificate of existence or authority.**

31 1. ~~Anyone~~ Any person may apply to the secretary of state to  
32 furnish a certificate of existence for a domestic corporation  
33 or a certificate of authorization authority for a foreign  
34 corporation.

35 2. A certificate of existence or ~~authorization must set~~

1 ~~forth~~ authority shall include all of the following:

2     a. The domestic corporation's corporate name that complies  
3 with section 490.401 or the foreign corporation's corporate  
4 name used in this state that complies with section 490.401 or  
5 490.1506.

6     b. That one of the following apply:

7       (1) If ~~it~~ the corporation is a domestic corporation, that it  
8 is duly incorporated under the law of this state, the date of  
9 its incorporation, and the period of its duration if less than  
10 perpetual.

11       (2) If ~~it~~ the corporation is a foreign corporation, that it  
12 is authorized to transact business in this state.

13     c. That all fees ~~required by~~ and penalties due under this  
14 chapter or other law to the secretary of state have been paid.

15     d. That its most recent biennial report required by section  
16 490.1622 has been filed by the secretary of state.

17     e. ~~If it is~~ That in the case of a domestic corporation, ~~that~~  
18 the secretary of state has not filed articles of dissolution  
19 ~~have not been filed~~ concerning the corporation as provided in  
20 section 490.1403.

21     f. Other facts of record in the office of the secretary of  
22 state that may be requested by the applicant.

23     3. Subject to any qualification stated in the certificate,  
24 a certificate of existence for a domestic corporation,  
25 or authorization a certificate of authority for a foreign  
26 corporation, issued by the secretary of state may be relied  
27 upon as conclusive evidence that the domestic corporation is  
28 in existence or the foreign corporation is ~~in existence or is~~  
29 authorized to transact business in this state.

30     Sec. 111. Section 501A.205, subsection 1, paragraph x, Code  
31 2013, is amended to read as follows:

32     x. Application for certificate of existence or  
33 ~~authorization~~ authority ..... \$ 5

34     Sec. 112. Section 501A.209, Code 2013, is amended to read  
35 as follows:

1     **501A.209   Certificate of existence or authority.**

2     1. ~~Anyone~~ Any person may apply to the secretary to furnish  
3 a certificate of existence for a domestic cooperative formed  
4 under this chapter or a certificate of ~~authorization~~ authority  
5 for a foreign cooperative.

6     2. A certificate of existence or certificate of  
7 ~~authorization must set forth~~ authority shall include all of the  
8 following:

9     a. The domestic cooperative's name that complies with  
10 section 501A.301 or the foreign cooperative's name used in this  
11 state that complies with section 501A.301.

12    b. That one of the following applies:

13       (1) ~~If it~~ the cooperative is a domestic cooperative, that it  
14 is duly organized under the law of this state, the date of its  
15 organization, and the period of its duration.

16       (2) ~~If it~~ the cooperative is a foreign cooperative, that it  
17 is authorized to transact business in this state.

18    c. That all fees ~~required by~~ and penalties due under this  
19 subchapter or other law to the secretary of state have been  
20 paid.

21    d. ~~If it is a domestic cooperative, that articles of~~  
22 ~~dissolution have not been filed.~~ That the cooperative's most  
23 recent biennial report required by section 501A.231 has been  
24 filed by the secretary of state.

25    e. That in the case of a domestic cooperative, the secretary  
26 of state has not filed articles of dissolution concerning the  
27 cooperative as provided in section 501A.1205.

28    ~~e.~~ f. Other facts of record in the office of the secretary  
29 that may be requested by the applicant.

30    3. Subject to any qualification stated in the certificate,  
31 a certificate of existence for a domestic cooperative, or  
32 certificate of ~~authorization~~ authority issued for a foreign  
33 cooperative, by the secretary may be relied upon as conclusive  
34 evidence that the domestic cooperative is in existence or  
35 foreign cooperative is ~~in existence or is~~ authorized to

1 transact business in this state.

2 Sec. 113. Section 504.113, subsection 1, paragraph y, Code  
3 2013, is amended to read as follows:

4 y. Application for certificate of existence or  
5 authorization authority..... \$ \_\_\_\_

6 Sec. 114. Section 504.119, Code 2013, is amended to read as  
7 follows:

8 **504.119 Certificate of existence or authority.**

9 1. Any person may apply to the secretary of state to furnish  
10 a certificate of existence for a domestic corporation or a  
11 certificate of authority for a foreign corporation.

12 2. The certificate of existence or certificate of authority  
13 shall ~~set forth~~ include all of the following:

14 a. The domestic corporation's corporate name that complies  
15 with section 504.401 or the foreign corporation's corporate  
16 name used in this state that complies with section 504.401 or  
17 504.1506.

18 b. That ~~the~~ one of the following applies:

19 (1) If the corporation is a domestic corporation, that it  
20 is duly incorporated under the laws of this state, the date of  
21 its incorporation, and the period of its duration if less than  
22 perpetual; or that the.

23 (2) If the corporation is a foreign corporation, that it is  
24 authorized to transact business in this state.

25 c. That all fees and penalties due under this chapter or  
26 other law to the secretary of state have been paid.

27 d. That ~~its~~ the corporation's most recent biennial report  
28 required by section 504.1613 has been ~~delivered to~~ filed with  
29 the secretary of state.

30 e. That in the case of a domestic corporation, the secretary  
31 of state has not filed articles of dissolution ~~have not~~  
32 ~~been filed~~ concerning the corporation as provided in section  
33 504.1403.

34 f. Other facts of record in the office of the secretary of  
35 state that may be requested by the applicant.

1        3. Subject to any qualification stated in the certificate, a  
2 certificate of existence issued for a domestic corporation, or  
3 a certificate of authority issued for a foreign corporation,  
4 by the secretary of state may be relied upon as conclusive  
5 evidence that the domestic ~~or foreign~~ corporation is in good  
6 ~~standing~~ existence or the foreign corporation is authorized to  
7 transact business in this state.

## DIVISION IV

9 AMENDED CERTIFICATES OF AUTHORITY FOR LIMITED PARTNERSHIPS,  
10 LIMITED LIABILITY COMPANIES, CORPORATIONS, COOPERATIVES, AND  
11 NONPROFIT CORPORATIONS

12       Sec. 115. Section 488.902, Code 2013, is amended by adding  
13 the following new subsection:

14     NEW SUBSECTION.   3. A foreign limited partnership shall  
15 obtain an amended certificate of authority from the secretary  
16 of state if the limited partnership changes any of the  
17 information required to be provided in subsection 1. The  
18 requirements for obtaining an amended certificate of authority  
19 shall be the same as for obtaining an original certificate of  
20 authority under subsections 1 and 2.

21       Sec. 116. Section 489.802, Code 2013, is amended by adding  
22 the following new subsection:

23     NEW SUBSECTION.   3.   A foreign limited liability company  
24 shall obtain an amended certificate of authority from the  
25 secretary of state if the limited liability company changes  
26 any of the information required to be provided in subsection  
27 1.   The requirements for obtaining an amended certificate  
28 of authority shall be the same as for obtaining an original  
29 certificate of authority under subsections 1 and 2.

30       Sec. 117. Section 490.1503, Code 2013, is amended by adding  
31 the following new subsection:

32        NEW SUBSECTION.    3.    A foreign corporation shall obtain an  
33 amended certificate of authority from the secretary of state  
34 if the corporation changes any of the information required to  
35 be provided in subsection 1.    The requirements for obtaining

1 an amended certificate of authority shall be the same as  
2 for obtaining an original certificate of authority under  
3 subsections 1 and 2.

4 Sec. 118. Section 501A.221, Code 2013, is amended to read  
5 as follows:

6 **501A.221 Certificate of authority.**

7 1. A foreign cooperative may apply for a certificate of  
8 authority to transact business in this state by delivering an  
9 application to the secretary for filing. An application for  
10 registration as a foreign cooperative shall set forth all of  
11 the following:

12 ~~1. a.~~ The name of the foreign cooperative and, if  
13 different, the name under which the foreign cooperative  
14 proposes to register and transact business in this state.

15 ~~2. b.~~ The state or other jurisdiction in which the foreign  
16 cooperative was formed and the date of its formation.

17 ~~3. c.~~ The street address of the registered office of  
18 the foreign cooperative in this state and the name of the  
19 registered agent at the office.

20 ~~4. d.~~ The address of the principal office, which is the  
21 office where the principal executive offices are located.

22 ~~5. 2.~~ A The foreign cooperative shall deliver the completed  
23 application to the secretary of state, and also deliver to the  
24 secretary of state a certificate of existence or a document of  
25 similar import duly authenticated by the proper office of the  
26 state or other jurisdiction of its formation which is dated no  
27 earlier than ninety days prior to the date that the application  
28 is filed with the secretary.

29 3. The foreign cooperative shall obtain an amended  
30 certificate of authority from the secretary of state if the  
31 cooperative changes any of the information required to be  
32 provided in subsection 1. The requirements for obtaining  
33 an amended certificate of authority shall be the same as  
34 for obtaining an original certificate of authority under  
35 subsections 1 and 2.

1     Sec. 119. Section 504.1503, Code 2013, is amended by adding  
2 the following new subsection:

3     NEW SUBSECTION.   3.   A foreign corporation shall obtain an  
4 amended certificate of authority from the secretary of state  
5 if the foreign corporation changes any of the information  
6 required to be provided in subsection 1. The requirements for  
7 obtaining an amended certificate of authority shall be the same  
8 as for obtaining an original certificate of authority under  
9 subsections 1 and 2.

10 DIVISION V

11 BIENNIAL REPORTS FOR LIMITED PARTNERSHIPS, LIMITED LIABILITY  
12 COMPANIES, CORPORATIONS, CLOSED COOPERATIVES, COOPERATIVES  
13 UNDER THE IOWA COOPERATIVE ASSOCIATIONS ACT, AND NONPROFIT  
14 CORPORATIONS

15      Sec. 120.    Section 488.210, Code 2013, is amended to read as  
16 follows:

17      488.210    Biennial report for secretary of state.

18 1. A limited partnership, or a foreign limited partnership  
19 authorized to transact business in this state, shall deliver to  
20 the secretary of state for filing a biennial report that states  
21 includes all of the following:

22       a. The domestic limited partnership's name of the limited  
23 partnership as used in the state pursuant to section 488.108 or  
24 foreign limited partnership partnership's name as used in this  
25 state pursuant to section 488.108 or 488.905.

26        *b.* The street ~~and mailing~~ address of its designated office  
27 and the name and street ~~and mailing~~ address of its agent for  
28 service of process in this state, together with the consent of  
29 any new agent.

~~c. In the case of a limited partnership, the~~ The street and  
mailing address of its principal office.

32 d. In the case of a foreign limited partnership, the state  
33 or other jurisdiction under whose law the foreign limited  
34 partnership is formed and any alternate name adopted under  
35 ~~section 488.905, subsection 1~~ organized.

1     2. Information in a the biennial report ~~must~~ shall be  
2 current as of the date the biennial report is ~~delivered to~~  
3 ~~the secretary of state for filing executed.~~ The report shall  
4 be executed on behalf of the limited partnership or foreign  
5 limited partnership and signed as provided in section 488.204  
6 or by any other person authorized by the limited partnership.

7     3. ~~If a biennial report does not contain the information~~  
8 ~~required in subsection 1, the secretary of state shall promptly~~  
9 ~~notify the reporting limited partnership or foreign limited~~  
10 ~~partnership and return the report to it for correction. If~~  
11 ~~the report is corrected to contain the information required in~~  
12 ~~subsection 1 and delivered to the secretary of state within~~  
13 ~~thirty days after the effective date of the notice, it is~~  
14 ~~timely delivered. The first biennial report shall be delivered~~  
15 to the secretary of state between January 1 and April 1 of the  
16 first odd-numbered year following the calendar year in which a  
17 limited partnership was formed or a foreign limited partnership  
18 was authorized to transact business. Each subsequent biennial  
19 report must be delivered to the secretary of state between  
20 January 1 and April 1 of the following odd-numbered calendar  
21 year. A filing fee for the biennial report shall be determined  
22 by the secretary of state.

23     4. ~~If a filed biennial report contains an address of~~  
24 ~~a designated office or the name or address of an agent for~~  
25 ~~service of process which differs from the information shown in~~  
26 ~~the records of the secretary of state immediately before the~~  
27 ~~filing, the differing information in the biennial report is~~  
28 ~~considered a statement of change under section 488.115 does~~  
29 not contain the information required in subsection 1, the  
30 secretary of state shall promptly notify the reporting limited  
31 partnership or foreign limited partnership in writing and  
32 return the report to it for correction.

33     5. ~~The first biennial report shall be delivered to the~~  
34 ~~secretary of state between January 1 and April 1 of the~~  
35 ~~first odd-numbered year following the calendar year in~~

~~1 which a limited partnership was formed or a foreign limited  
2 partnership was authorized to transact business. Subsequent  
3 biennial reports must be delivered to the secretary of state  
4 between January 1 and April 1 of the following odd-numbered  
5 calendar years. A filing fee for the biennial report shall be  
6 determined by the secretary of state. For purposes of this  
7 section, each biennial report shall contain information related  
8 to the two-year period immediately preceding the calendar  
9 year in which the report is filed. The secretary of state  
10 may provide for the change of designated office or agent for  
11 service of process on the form prescribed by the secretary of  
12 state for the biennial report, provided that the form contains  
13 the information required in section 488.115.~~

14 6. If the secretary of state determines that the biennial  
15 report does not contain the information required in subsection  
16 1, but otherwise meets the requirements of section 488.115,  
17 the secretary of state shall file the statement of change for  
18 the registered office or registered agent before returning the  
19 biennial report to the limited partnership.

20 7. A statement of change of registered office or registered  
21 agent pursuant to this section shall be executed by a person  
22 authorized to execute the biennial report.

23 Sec. 121. Section 489.209, Code 2013, is amended to read as  
24 follows:

25 **489.209 Biennial report for secretary of state.**

26 1. A limited liability company, or a foreign limited  
27 liability company authorized to transact business in this  
28 state, shall deliver to the secretary of state for filing a  
29 biennial report that ~~states~~ includes all of the following:

30 a. The domestic limited liability company's name of the  
31 company as used in the state pursuant to section 489.108 or the  
32 foreign limited liability company's name as used in this state  
33 pursuant to section 489.108 or 489.805.

34 b. The street address of the company's registered office,  
35 the name of its registered agent at that office in this state,

1 ~~and~~ together with the consent of any new registered agent.

2     c. The street address of its principal office.

3     d. In the case of a foreign limited liability company, the  
4 state or other jurisdiction under whose law the company is  
5 ~~formed and any alternate name adopted under section 489.805,~~  
6 ~~subsection 1~~ organized.

7     2. Information in a the biennial report ~~under this section~~  
8 ~~must~~ shall be current as of the date the report is ~~delivered~~  
9 ~~to the secretary of state for filing~~ executed. The report  
10 shall be executed on behalf of the limited liability company  
11 or foreign limited liability company and signed as provided  
12 in section 489.203 or by any other person authorized by the  
13 manager or limited liability company.

14     3. The first biennial report ~~under this section must~~ shall  
15 be delivered to the secretary of state between January 1 and  
16 April 1 of the first odd-numbered year following the calendar  
17 year in which a limited liability company was formed or a  
18 foreign limited liability company was authorized to transact  
19 business. A Each subsequent biennial report must be delivered  
20 to the secretary of state between January 1 and April 1 of  
21 each following odd-numbered calendar year. A filing fee for  
22 the biennial report shall be determined by the secretary of  
23 state ~~pursuant to section 489.117. Each biennial report shall~~  
24 ~~contain information related to the two-year period immediately~~  
25 ~~preceding the calendar year in which the report is filed.~~

26     4. If a the biennial report does not contain the information  
27 required in ~~this section~~ subsection 1, the secretary of state  
28 shall promptly notify the reporting limited liability company  
29 or foreign limited liability company in writing and return the  
30 report to it for correction.

31     5. The secretary of state may provide for the change of  
32 registered office or registered agent on the form prescribed by  
33 the secretary of state for the biennial report, provided that  
34 the form contains the information required in section 489.114.

35     6. If the secretary of state determines that a the biennial

1 report does not contain the information required in ~~this~~  
2 ~~section subsection 1~~ but otherwise meets the requirements of  
3 ~~section 489.114, for the purpose of changing the registered~~  
4 ~~office or registered agent,~~ the secretary of state shall file  
5 the statement of change for the registered office or registered  
6 ~~agent, effective as provided in section 489.205, subsection 3,~~  
7 before returning the biennial report to the limited liability  
8 company ~~as provided in this section.~~

9 7. A statement of change of registered office or registered  
10 agent ~~accomplished~~ pursuant to this ~~subsection~~ section shall be  
11 executed by a person authorized to execute the biennial report.

12 Sec. 122. Section 490.1622, Code 2013, is amended to read  
13 as follows:

14 **490.1622 Biennial report for secretary of state.**

15 1. Each A domestic corporation, ~~and each~~ or a foreign  
16 corporation authorized to transact business in this state,  
17 shall deliver to the secretary of state for filing a biennial  
18 report that ~~sets forth~~ includes all of the following:

19 a. The domestic corporation's name ~~of~~ as used in the  
20 state pursuant to section 490.401 or the corporation and the  
21 state or country under whose law it is incorporated foreign  
22 corporation's name as used in this state pursuant to section  
23 490.401 or 490.1506.

24 b. The street address of its registered office and the name  
25 of its registered agent at that office in this state, together  
26 with the consent of any new registered agent.

27 c. The street address of its principal office.

28 d. The names and street addresses of the president,  
29 secretary, treasurer, and one member of the board of directors.

30 e. In the case of a foreign corporation, the state or other  
31 jurisdiction under whose law the foreign corporation is formed.

32 2. Information in the biennial report ~~must~~ shall be current  
33 as of the date the report is ~~delivered to the secretary of~~  
34 ~~state for filing~~ executed. The report shall be executed on  
35 behalf of the corporation and signed as provided in section

1 490.120 or by any other person authorized by the board of  
2 directors of the corporation.

3 3. The first biennial report shall be delivered to the  
4 secretary of state between January 1 and April 1 of the  
5 first even-numbered year following the calendar year in  
6 which a domestic corporation was incorporated or a foreign  
7 corporation was authorized to transact business. ~~Subsequent~~  
8 Each subsequent biennial reports must report shall be delivered  
9 to the secretary of state between January 1 and April 1 of the  
10 following even-numbered calendar ~~years~~ year. A filing fee  
11 for the biennial report shall be determined by the secretary  
12 of state. ~~For purposes of this section, each biennial report~~  
13 ~~shall contain information related to the two-year period~~  
14 ~~immediately preceding the calendar year in which the report is~~  
15 ~~filed.~~

16 4. If a the biennial report does not contain the information  
17 ~~required by this section in subsection 1~~, the secretary  
18 of state shall promptly notify the reporting domestic or  
19 foreign corporation in writing and return the report to it for  
20 correction.

21 5. The secretary of state may provide for the change of  
22 registered office or registered agent on the form prescribed by  
23 the secretary of state for the biennial report, provided that  
24 the form contains the information required in section 490.502  
25 or 490.1508.

26 6. If the secretary of state determines that a the biennial  
27 report does not contain the information required ~~by this~~  
28 ~~section in subsection 1~~ but otherwise meets the requirements  
29 of section 490.502 or 490.1508, ~~for the purpose of changing~~  
30 ~~the registered office or registered agent~~, the secretary of  
31 state shall file the statement of change of registered office  
32 or registered agent, ~~effective as provided in section 490.123,~~  
33 before returning the biennial report to the corporation as  
34 ~~provided in this section.~~

35 7. A statement of change of registered office or agent

1 pursuant to this ~~subsection~~ section shall be executed by a  
2 person authorized to execute the biennial report.

3 Sec. 123. Section 501.713, Code 2013, is amended to read as  
4 follows:

5 **501.713 Biennial report for secretary of state.**

6 1. ~~Each~~ A cooperative authorized to transact business in  
7 this state shall deliver to the secretary of state for filing a  
8 biennial report that ~~sets forth~~ includes all of the following:

9 a. The cooperative's name of the cooperative as used in the  
10 state pursuant to section 501.104.

11 b. The street address of its registered office, and the name  
12 of its registered agent at that office in this state, together  
13 with the consent of any new registered agent.

14 c. The street address of its principal office.

15 d. The names and street addresses of the president,  
16 secretary, treasurer, and one member of the board of directors.

17 2. Information in the biennial report ~~must~~ shall be current  
18 as of the first day of January of the year in which the report  
19 is ~~due~~ executed. The report shall be executed on behalf of the  
20 cooperative and signed as provided in section 501.105 or by  
21 any other person authorized by the board of directors of the  
22 cooperative.

23 3. The first biennial report shall be delivered to the  
24 secretary of state between January 1 and April 1 of the first  
25 even-numbered year following the calendar year in which a  
26 cooperative was organized. ~~Subsequent~~ Each subsequent biennial  
27 ~~reports must~~ report shall be delivered to the secretary  
28 of state between January 1 and April 1 of the following  
29 even-numbered calendar ~~years~~ year. A filing fee for the  
30 biennial report shall be determined by the secretary of state.

31 4. If a the biennial report does not contain the information  
32 ~~required by this section~~ in subsection 1, the secretary  
33 of state shall promptly notify the reporting cooperative  
34 in writing and return the report to the cooperative for  
35 correction.

1     5. The secretary of state may provide for the change of  
2 registered office or registered agent on the form prescribed by  
3 the secretary of state for the biennial report, provided that  
4 the form contains the information required in section 501.106.

5     6. If the secretary of state determines that a the biennial  
6 report does not contain the information required ~~by this~~  
7 ~~section in subsection 1~~ but otherwise meets the requirements  
8 of section 501.106, ~~for the purpose of changing the registered~~  
9 ~~office or registered agent,~~ the secretary of state shall file  
10 the statement of change of registered office or registered  
11 agent, ~~effective as provided in section 501.105,~~ before  
12 returning the biennial report to the cooperative ~~as provided in~~  
13 ~~this section.~~

14     7. A statement of change of registered office or agent  
15 pursuant to this ~~subsection~~ section shall be executed by a  
16 person authorized to execute the biennial report.

17     Sec. 124. Section 501A.231, Code 2013, is amended to read  
18 as follows:

19     **501A.231 Biennial report for secretary of state.**

20     1. A cooperative, or foreign cooperative authorized to  
21 transact business in this state, shall deliver to the secretary  
22 of state for filing a biennial report that ~~sets forth~~ includes  
23 all of the following:

24     a. The cooperative's name of the cooperative as used in this  
25 state pursuant to section 501A.301.

26     b. The street address of its registered office and the name  
27 of its registered agent at that office in this state, together  
28 with the consent of any new registered agent.

29     c. The street address of its principal office.

30     d. The names and street addresses of the president,  
31 secretary, treasurer, and one member of the board of directors.

32     e. In the case of a foreign cooperative, the state or other  
33 jurisdiction under whose law the cooperative is organized.

34     2. Information in the biennial report ~~must~~ shall be current  
35 as of the first day ~~of January of the year in which~~ the report

1 is ~~due~~ executed. The report shall be executed on behalf of the  
2 cooperative and signed as provided in section 501A.103 or by  
3 any other person authorized by the board of directors of the  
4 cooperative.

5     3. The first biennial report shall be delivered to the  
6 secretary of state between January 1 and April 1 of the  
7 first even-numbered year following the calendar year in  
8 which a cooperative is organized or the foreign cooperative  
9 is authorized to transact business. ~~Subsequent biennial~~  
10 ~~reports~~ Each subsequent biennial report shall be delivered to  
11 the secretary of state between January 1 and April 1 of the  
12 following even-numbered calendar ~~years~~ year. A filing fee for  
13 the biennial report shall be determined by the secretary of  
14 state.

15     4. If a the biennial report does not contain the information  
16 ~~required by this section in subsection 1~~, the secretary  
17 of state shall promptly notify the reporting cooperative  
18 in writing and return the report to the cooperative for  
19 correction.

20     5. The secretary of state may provide for the change of  
21 registered office or registered agent on the form prescribed by  
22 the secretary of state for the biennial report, provided that  
23 the form contains the information required by section 501A.402.

24     6. If the secretary of state determines that a the biennial  
25 report does not contain the information required ~~by this~~  
26 ~~section in subsection 1~~ but otherwise meets the requirements of  
27 section 501A.402, ~~for the purpose of changing the registered~~  
28 ~~office or registered agent~~, the secretary of state shall file  
29 the statement of change of registered office or registered  
30 agent, ~~effective as provided in section 501A.203~~, before  
31 returning the biennial report to the cooperative ~~as provided in~~  
32 ~~this section~~.

33     7. A statement of change of registered office or agent  
34 pursuant to this ~~subsection~~ section shall be executed by a  
35 person authorized to execute the biennial report.

1     Sec. 125. Section 504.1613, Code 2013, is amended to read  
2 as follows:

3     **504.1613 Biennial report for secretary of state.**

- 4     1. ~~Each~~ A domestic corporation, and each foreign  
5 corporation authorized to transact business in this state,  
6 shall deliver to the secretary of state for filing a biennial  
7 report on a form prescribed and furnished by the secretary of  
8 state that ~~sets forth~~ includes all of the following:
- 9     a. The domestic corporation's name of the corporation and  
10 the state or country under whose law it is incorporated as  
11 used in this state pursuant to section 504.401 or a foreign  
12 corporation's name as used in this state pursuant to section  
13 504.401 or 504.1506.
- 14     b. The street address of the corporation's registered office  
15 and the name of the corporation's registered agent at that  
16 office in this state, together with the consent of any new  
17 registered agent.
- 18     c. The street address of the corporation's principal office.
- 19     d. The names and street addresses of the president,  
20 secretary, treasurer, and one member of the board of directors.
- 21     e. In the case of a foreign corporation, the state or other  
22 jurisdiction under whose law the corporation is formed.
- 23     ~~e.~~ f. Whether or not the corporation has members.
- 24     2. ~~The information~~ Information in the biennial report ~~must~~  
25 shall be current on the date the ~~biennial~~ report is executed.  
26 The report shall be executed on behalf of the corporation and  
27 signed by any person authorized by the board of directors of  
28 the corporation.
- 29     3. The first biennial report shall be delivered to the  
30 secretary of state between January 1 and April 1 of the first  
31 odd-numbered year following the calendar year in which a  
32 domestic corporation was incorporated or a foreign corporation  
33 was authorized to transact business. ~~Subsequent biennial~~  
34 ~~reports must~~ Each subsequent biennial report shall be delivered  
35 to the secretary of state between January 1 and April 1 of the

1 following odd-numbered calendar ~~years~~ year. A filing fee for  
2 the biennial report shall be determined by the secretary of  
3 state.

4 4. ~~a.~~ If a the biennial report does not contain the  
5 information required ~~by this section in subsection 1~~, the  
6 secretary of state shall promptly notify the reporting domestic  
7 or foreign corporation in writing and return the report to the  
8 corporation for correction.

9 ~~b. A filing fee for the biennial report shall be determined~~  
10 ~~by the secretary of state.~~

11 ~~c. For purposes of this section, each biennial report shall~~  
12 ~~contain information related to the two-year period immediately~~  
13 ~~preceding the calendar year in which the report is filed.~~

14 5. The secretary of state may provide for the change of  
15 registered office or registered agent on the form prescribed by  
16 the secretary of state for the biennial report, provided that  
17 the form contains the information required in section 504.502  
18 or 504.503.

19 6. If the secretary of state determines that a the biennial  
20 report does not contain the information required ~~by this~~  
21 ~~section in subsection 1~~ but otherwise meets the requirements  
22 of section 504.502 or 504.503, ~~for the purpose of changing the~~  
23 ~~registered office or registered agent~~, the secretary of state  
24 shall file the statement of change of registered office or  
25 registered agent, ~~effective as provided in section 504.114,~~  
26 before returning the biennial report to the corporation as  
27 ~~provided in this section.~~

28 7. A statement of change of registered office or agent  
29 pursuant to this ~~subsection~~ section shall be executed by a  
30 person authorized to execute the biennial report.

31 DIVISION VI

32 DISSOLUTION AND REVOCATION FOR LIMITED PARTNERSHIPS, LIMITED  
33 LIABILITY COMPANIES, CORPORATIONS, TRADITIONAL COOPERATIVES,  
34 CLOSED COOPERATIVES, COOPERATIVES UNDER THE IOWA COOPERATIVE  
35 ASSOCIATIONS ACT, AND NONPROFIT CORPORATIONS

1     Sec. 126. Section 488.801, subsection 5, Code 2013, is  
2 amended to read as follows:

3     5. ~~The signing and filing service of a declaration written~~  
4 notice of dissolution by the secretary of state under section  
5 488.809, subsection 3 2.

6     Sec. 127. Section 488.809, Code 2013, is amended to read as  
7 follows:

8     **488.809 Administrative dissolution.**

9     1. The secretary of state may administratively dissolve a  
10 limited partnership ~~administratively if the limited partnership~~  
11 ~~does not, within sixty days after the due date, do any of the~~  
12 following any of the following apply:

13     a. Pay ~~The limited partnership fails to pay within sixty~~  
14 days after the due date, any fee, tax, or penalty under this  
15 ~~chapter or other law due the secretary of state.~~

16     b. ~~Deliver~~ The limited partnership fails to deliver within  
17 sixty days after the due date its biennial report to the  
18 secretary of state as required in section 488.210.

19     2. ~~If the secretary of state determines that a ground exists~~  
20 ~~for~~ In order to administratively dissolving dissolve a limited  
21 partnership, the secretary of state shall ~~file a record of~~  
22 ~~the determination and~~ serve the limited partnership with a  
23 copy written notice of the filed record secretary of state's  
24 determination. The notice shall include all of the following:

25     a. The administrative dissolution's effective date, which  
26 must be at least sixty days after the date the secretary of  
27 state sends the notice.

28     b. Each ground for administrative dissolution under  
29 subsection 1.

30     3. ~~If within sixty days after service of the copy the~~  
31 A limited partnership does not correct is administratively  
32 dissolved on the effective date in the notice of administrative  
33 dissolution as provided in subsection 2, unless prior to that  
34 date the limited partnership cures each ground for dissolution  
35 ~~or demonstrate to the reasonable satisfaction of the secretary~~

~~1 of state that each ground determined by the secretary of state  
2 does not exist, the secretary of state shall administratively  
3 dissolve the limited partnership by preparing, signing, and  
4 filing a declaration of dissolution that states the grounds  
5 for dissolution stated in the notice. The secretary of state  
6 shall serve the limited partnership with a copy of the filed  
7 declaration.~~

8     4. A limited partnership administratively dissolved  
9 continues its existence but ~~may carry on only activities~~  
10 ~~necessary to wind up its activities and~~ shall not carry on any  
11 business except as necessary to liquidate its assets under  
12 ~~sections 488.803 and 488.812~~ business and ~~to~~ notify claimants  
13 as required under sections 488.806 and 488.807 this chapter.

14     5. The administrative dissolution of a limited partnership  
15 does not terminate the authority of its agent ~~for service of~~  
16 ~~process.~~

17     6. The secretary of state's administrative dissolution  
18 pursuant to this section appoints the secretary of state as  
19 the limited partnership's agent for service of process in  
20 any proceeding based on a cause of action which arose during  
21 the time the limited partnership was authorized to transact  
22 business in this state. Service of process on the secretary  
23 of state under this subsection is service on the limited  
24 partnership. Upon receipt of process, the secretary of state  
25 shall serve a copy of the process on the limited partnership as  
26 provided in section 488.117. This subsection does not preclude  
27 service on the limited partnership's registered agent, if any.

28     Sec. 128. Section 488.906, Code 2013, is amended by striking  
29 the section and inserting in lieu thereof the following:

30     **488.906 Revocation of certificate of authority.**

31     The secretary of state may revoke the certificate of  
32 authority of a foreign limited partnership to transact business  
33 in this state if the foreign limited partnership fails to  
34 comply with any requirement set out in section 488.809. The  
35 procedure for revocation shall be the same as provided in

1 that section for the administrative dissolution of a limited  
2 partnership.

3 Sec. 129. Section 489.705, Code 2013, is amended to read as  
4 follows:

5 **489.705 Administrative dissolution.**

6 1. The secretary of state may ~~commence a proceeding under~~  
7 ~~this section to~~ administratively dissolve a limited liability  
8 company if any of the following apply:

9 a. The limited liability company ~~has not delivered a~~  
10 ~~biennial report to the secretary of state in a form that meets~~  
11 ~~the requirements of section 489.209 within sixty days after it~~  
12 ~~is due, or has not paid~~ fails to pay within sixty days after  
13 the due date, any fee, tax, or penalty due to the secretary of  
14 state ~~under this chapter or law other than this chapter.~~

15 b. The limited liability company is without a registered  
16 ~~office agent~~ or registered agent office in this state for sixty  
17 days ~~or more.~~

18 c. The limited liability company does not notify the  
19 secretary of state within sixty days that its registered agent  
20 or registered office has been changed, that its registered  
21 agent has resigned, or that its registered office has been  
22 discontinued.

23 d. The limited liability company's period of duration stated  
24 in its certificate of organization ~~has expired~~ expires.

25 e. The limited liability company fails to deliver within  
26 sixty days after the due date its biennial report to the  
27 secretary of state as required in section 489.209.

28 2. ~~If the secretary of state determines that a ground exists~~  
29 ~~for~~ In order to administratively ~~dissolving~~ dissolve a limited  
30 liability company, the secretary of state shall ~~file a record~~  
31 ~~of the determination and~~ serve the company with a copy written  
32 notice of the filed record secretary of state's determination.  
33 The notice shall include all of the following:

34 a. The administrative dissolution's effective date, which  
35 must be at least sixty days after the date the secretary of

1 state sends the notice.

2 b. Each ground for administrative dissolution under  
3 subsection 1.

4 ~~3. If within sixty days after service of the copy pursuant~~  
5 ~~to subsection 2 a A limited liability company does not correct~~  
6 ~~is administratively dissolved on the effective date in the~~  
7 ~~notice of administrative dissolution as provided in subsection~~  
8 ~~2, unless prior to that date the company cures each ground~~  
9 ~~for dissolution or demonstrate to the reasonable satisfaction~~  
10 ~~of the secretary of state that each ground determined by the~~  
11 ~~secretary of state does not exist, the secretary of state shall~~  
12 ~~dissolve the company administratively by preparing, signing,~~  
13 ~~and filing a declaration of dissolution that states the grounds~~  
14 ~~for dissolution stated in the notice. The secretary of state~~  
15 ~~shall serve the company with a copy of the filed declaration.~~

16 4. A limited liability company ~~that has been~~  
17 ~~administratively dissolved continues in existence but, subject~~  
18 ~~to section 489.706, may shall not carry on only activities~~  
19 ~~necessary to wind up its activities and any business except as~~  
20 ~~necessary to liquidate its assets under sections 489.702~~  
21 ~~business and 489.708 and to notify claimants under sections~~  
22 ~~489.703 and 489.704 as required under this chapter.~~

23 5. The administrative dissolution of a limited liability  
24 company does not terminate the authority of its registered  
25 agent ~~for service of process.~~

26 6. The secretary of state's administrative dissolution  
27 pursuant to this section appoints the secretary of state as the  
28 limited liability company's agent for service of process in any  
29 proceeding based on a cause of action which arose during the  
30 time the limited liability company was authorized to transact  
31 business in this state. Service of process on the secretary of  
32 state under this subsection is service on the limited liability  
33 company. Upon receipt of process, the secretary of state shall  
34 serve a copy of the process on the limited liability company as  
35 provided in section 489.116. This subsection does not preclude

1 service on the limited liability company's registered agent,  
2 if any.

3 Sec. 130. Section 489.806, Code 2013, is amended by striking  
4 the section and inserting in lieu thereof the following:

5 **489.806 Revocation of certificate of authority.**

6 The secretary of state may revoke the certificate of  
7 authority of a foreign limited liability company to transact  
8 business in this state if the foreign limited liability  
9 company fails to comply with any requirement set out in section  
10 489.705. The procedure for revocation shall be the same as  
11 provided in that section for the administrative dissolution of  
12 a limited liability company.

13 Sec. 131. Section 490.1420, Code 2013, is amended to read  
14 as follows:

15 **490.1420 ~~Grounds for administrative~~ Administrative**  
16 **dissolution.**

17 1. The secretary of state may ~~commence a proceeding under~~  
18 ~~section 490.1421 to~~ administratively dissolve a corporation if  
19 any of the following apply:

20 ~~1. a.~~ The corporation has not delivered a biennial report  
21 to the secretary of state in a form that meets the requirements  
22 of section 490.1622, within sixty days after it is due, or has  
23 not paid any fee, tax, or penalty due to the secretary of state  
24 under this chapter or law other than this chapter, fails to pay  
25 within sixty days after it is the due date any fee, tax, or  
26 penalty due to the secretary of state.

27 ~~2. b.~~ The corporation is without a registered agent or  
28 registered office in this state for sixty days ~~or more.~~

29 ~~3. c.~~ The corporation does not notify the secretary of  
30 state within sixty days that its registered agent or registered  
31 office has been changed, that its registered agent has  
32 resigned, or that its registered office has been discontinued.

33 ~~4. d.~~ The corporation's period of duration stated in its  
34 articles of incorporation expires.

35 e. The corporation fails to deliver within sixty days after

1 the due date its biennial report to the secretary of state as  
2 provided in section 490.1622.

3 2. In order to administratively dissolve a corporation, the  
4 secretary of state shall serve the corporation with written  
5 notice of the secretary of state's determination. The notice  
6 shall include all of the following:

7 a. The administrative dissolution's effective date, which  
8 must be at least sixty days after the date the secretary of  
9 state sends the notice.

10 b. Each ground for the administrative dissolution under  
11 subsection 1.

12 3. A corporation is administratively dissolved on the  
13 effective date in the notice of administrative dissolution  
14 as provided in subsection 2, unless before that date the  
15 corporation cures each ground stated in the notice.

16 4. A corporation administratively dissolved continues  
17 in existence but shall not carry on any business except as  
18 necessary to liquidate its business and notify claimants as  
19 required under this chapter.

20 5. The administrative dissolution of a corporation does not  
21 terminate the authority of its registered agent.

22 6. The secretary of state's administrative dissolution  
23 pursuant to this section appoints the secretary of state the  
24 corporation's agent for service of process in any proceeding  
25 based on a cause of action which arose during the time the  
26 corporation was authorized to transact business in this  
27 state. Service of process on the secretary of state under  
28 this subsection is service on the corporation. Upon receipt  
29 of process, the secretary of state shall serve a copy of the  
30 process on the corporation as provided in section 490.504.  
31 This subsection does not preclude service on the corporation's  
32 registered agent, if any.

33 Sec. 132. Section 490.1422, subsection 1, unnumbered  
34 paragraph 1, Code 2013, is amended to read as follows:

35 A corporation administratively dissolved under section

1 ~~490.1421~~ 490.1420 may apply to the secretary of state  
2 for reinstatement at any time after the effective date of  
3 dissolution. The application must meet all of the following  
4 requirements:

5 Sec. 133. Section 490.1510, subsection 2, paragraph c, Code  
6 2013, is amended to read as follows:

7 c. Has had its certificate of authority revoked under  
8 section ~~490.1531~~ 490.1530.

9 Sec. 134. Section 490.1530, Code 2013, is amended by  
10 striking the section and inserting in lieu thereof the  
11 following:

12 **490.1530 Revocation of certificate of authority.**

13 The secretary of state may revoke the certificate of  
14 authority of a foreign corporation to transact business in  
15 this state if the foreign corporation fails to comply with any  
16 requirement set out in section 490.1420. The procedure for  
17 revocation shall be the same as provided in that section for  
18 administrative dissolution of a corporation.

19 Sec. 135. Section 499.76, Code 2013, is amended to read as  
20 follows:

21 **~~499.76 Grounds for administrative~~ Administrative dissolution.**

22 1. The secretary of state may ~~commence a proceeding under~~  
23 ~~section 499.77 to~~ administratively dissolve an association if  
24 any of the following apply:

25 ~~1. a.~~ a. The association ~~has not delivered a biennial report~~  
26 ~~to the secretary of state in a form that meets the requirements~~  
27 ~~of section 499.49, fails to pay within sixty days after it is~~  
28 ~~due the due date any fee, tax, or penalty due to the secretary~~  
29 of state.

30 ~~2. b.~~ b. The association is without a registered agent or  
31 registered office in this state for sixty days ~~or more.~~

32 ~~3. c.~~ c. The association does not notify the secretary of  
33 state within sixty days that its registered agent or registered  
34 office has been changed, that its registered agent has  
35 resigned, or that its registered office has been discontinued.

1     ~~4.~~ d. The association's period of duration stated in its  
2 articles of incorporation expires.

3     e. The association fails to deliver within sixty days after  
4 the due date its biennial report to the secretary of state as  
5 provided in section 499.49.

6     2. In order to administratively dissolve an association,  
7 the secretary of state shall serve the association with written  
8 notice of the secretary of state's determination. The notice  
9 shall include all of the following:

10    a. The administrative dissolution's effective date, which  
11 must be at least sixty days after the date the secretary of  
12 state sends the notice.

13    b. Each ground for the administrative dissolution under  
14 subsection 1.

15    3. An association is administratively dissolved on the  
16 effective date in the notice of administrative dissolution  
17 as provided in subsection 2, unless before that date the  
18 corporation cures each ground stated in the notice.

19    4. An association administratively dissolved continues  
20 in existence but shall not carry on any business except as  
21 necessary to liquidate its business and notify claimants as  
22 required under this chapter.

23    5. The administrative dissolution of an association does  
24 not terminate the authority of its registered agent.

25    6. The secretary of state's administrative dissolution  
26 pursuant to this section appoints the secretary of state the  
27 association's agent for service of process in any proceeding  
28 based on a cause of action which arose during the time the  
29 association was authorized to transact business in this  
30 state. Service of process on the secretary of state under  
31 this subsection is service on the association. Upon receipt  
32 of process, the secretary of state shall serve a copy of the  
33 process on the association as provided in section 499.75. This  
34 subsection does not preclude service on the association's  
35 registered agent, if any.

1     Sec. 136. NEW SECTION.   **499.76A Revocation of certificate**  
2 **authority.**

3     The secretary of state may revoke the certificate of  
4 authority of a foreign cooperative association to transact  
5 business in this state if the foreign cooperative association  
6 fails to comply with any requirement set out in section 499.76.  
7 The procedure for revocation shall be the same as provided  
8 in that section for the administrative dissolution of an  
9 association.

10    Sec. 137. Section 499.78, subsection 1, unnumbered  
11 paragraph 1, Code 2013, is amended to read as follows:

12    An association administratively dissolved under section  
13 ~~499.77~~ 499.76 may apply to the secretary of state for  
14 reinstatement at any time after the effective date of  
15 dissolution. The application must meet all of the following  
16 requirements:

17    Sec. 138. Section 501.104, subsection 2, paragraph d, Code  
18 2013, is amended to read as follows:

19    ~~d.~~ The name of a cooperative which has been administratively  
20 dissolved pursuant to section ~~501.812~~ 501.811 for a period  
21 of less than five years from the effective date of the  
22 dissolution.

23    Sec. 139. Section 501.811, Code 2013, is amended to read as  
24 follows:

25    **501.811 ~~Grounds for administrative~~ Administrative**  
26 **dissolution.**

27    1. The secretary of state may ~~commence a proceeding under~~  
28 ~~section 501.812 to~~ administratively dissolve a cooperative if  
29 any of the following apply:

30    ~~1. a.~~ The cooperative ~~has not delivered a biennial report~~  
31 ~~to the secretary of state in a form that meets the requirements~~  
32 ~~of section 501.713, fails to pay within sixty days after it is~~  
33 the due date, or has not paid the filing fee as determined by  
34 the secretary of state, within sixty days after it is due any  
35 fee, tax, or penalty due to the secretary of state.

1     ~~2.~~ b. The cooperative is without a registered agent or  
2 registered office in this state for sixty days or more.

3     ~~3.~~ c. The cooperative does not notify the secretary of  
4 state within sixty days that its registered agent or registered  
5 office has been changed, that its registered agent has  
6 resigned, or that its registered office has been discontinued.

7     ~~4.~~ d. The cooperative's period of duration stated in its  
8 articles of association expires.

9     e. The cooperative fails to deliver within sixty days after  
10 the due date its biennial report to the secretary of state as  
11 provided in section 501.713.

12     2. In order to administratively dissolve a cooperative, the  
13 secretary of state shall serve the cooperative with a written  
14 notice of the secretary of state's determination. The notice  
15 shall include all of the following:

16     a. The administrative dissolution's effective date, which  
17 must be at least sixty days after the date the secretary of  
18 state sends the notice.

19     b. Each ground for administrative dissolution under  
20 subsection 1.

21     3. A cooperative is administratively dissolved on the  
22 effective date in the notice of administrative dissolution  
23 as provided in subsection 2, unless prior to that date the  
24 cooperative cures each ground for dissolution stated in the  
25 notice.

26     4. A cooperative administratively dissolved continues  
27 in existence but shall not carry on any business except as  
28 necessary to liquidate its business and notify claimants as  
29 required under this chapter.

30     5. The administrative dissolution of a cooperative does not  
31 terminate the authority of its registered agent.

32     6. The secretary of state's administrative dissolution  
33 pursuant to this section appoints the secretary of state  
34 as the cooperative's agent for service of process in any  
35 proceeding based on a cause of action which arose during the

1 time the cooperative was authorized to transact business in  
2 this state. Service of process on the secretary of state under  
3 this subsection is service on the cooperative. Upon receipt  
4 of process, the secretary of state shall serve a copy of the  
5 process on the cooperative as provided in section 501.106.  
6 This subsection does not preclude service on the cooperative's  
7 registered agent, if any.

8     Sec. 140. Section 501.813, subsection 1, unnumbered  
9 paragraph 1, Code 2013, is amended to read as follows:

10     A cooperative administratively dissolved under section  
11 ~~501.812~~ 501.811 may apply to the secretary of state for  
12 reinstatement at any time after the effective date of  
13 dissolution. The application must meet all of the following  
14 requirements:

15     Sec. 141. NEW SECTION. **501A.1209A Administrative**  
16 **dissolution.**

17     1. The secretary of state may administratively dissolve a  
18 cooperative if any of the following apply:

19     a. The cooperative fails to pay within sixty days after  
20 the due date, any fee, tax, or penalty due to the secretary of  
21 state.

22     b. The cooperative is without a registered agent or  
23 registered office in this state for sixty days.

24     c. The cooperative does not notify the secretary of state  
25 within sixty days that its registered agent or registered  
26 office has been changed, that its registered agent has  
27 resigned, or that its registered office has been discontinued.

28     d. The cooperative's period of duration stated in its  
29 articles of association expires.

30     e. The cooperative fails to deliver within sixty days after  
31 the due date its biennial report to the secretary of state as  
32 provided in section 501A.231.

33     2. In order to administratively dissolve a cooperative, the  
34 secretary of state shall serve the cooperative with a written  
35 notice of the secretary of state's determination. The notice

1 shall include all of the following:

2     a. The administrative dissolution's effective date, which  
3 must be at least sixty days after the date the secretary of  
4 state sends the notice.

5     b. Each ground for administrative dissolution under  
6 subsection 1.

7     3. A cooperative is administratively dissolved on the  
8 effective date in the notice of administrative dissolution  
9 as provided in subsection 2, unless prior to that date the  
10 cooperative cures each ground for dissolution stated in the  
11 notice.

12     4. A cooperative administratively dissolved continues  
13 in existence but shall not carry on any business except as  
14 necessary to liquidate its business and notify claimants as  
15 required under this chapter.

16     5. The administrative dissolution of a cooperative does not  
17 terminate the authority of its registered agent.

18     6. The secretary of state's administrative dissolution  
19 pursuant to this section appoints the secretary of state  
20 as the cooperative's agent for service of process in any  
21 proceeding based on a cause of action which arose during the  
22 time the cooperative was authorized to transact business in  
23 this state. Service of process on the secretary of state under  
24 this subsection is service on the cooperative. Upon receipt  
25 of process, the secretary of state shall serve a copy of the  
26 process on the cooperative as provided in section 501A.404 or  
27 501A.405. This subsection does not preclude service on the  
28 cooperative's registered agent, if any.

29     Sec. 142. Section 504.1421, Code 2013, is amended to read  
30 as follows:

31     **504.1421 ~~Grounds for administrative~~ Administrative**  
32 **dissolution.**

33     1. The secretary of state may ~~commence a proceeding under~~  
34 ~~section 504.1422 to~~ administratively dissolve a corporation if  
35 any of the following ~~occurs~~ apply:

- 1     ~~1. a.~~ The corporation ~~does not deliver its biennial~~  
2 ~~report to the secretary of state, in a form that meets the~~  
3 ~~requirements of section 504.1613, fails to pay~~ within sixty  
4 days after the ~~report is due~~ date, any fee, tax, or penalty due  
5 to the secretary of state.
- 6     ~~2. b.~~ The corporation is without a registered agent or  
7 registered office in this state for sixty days ~~or more.~~
- 8     ~~3. c.~~ The corporation does not notify the secretary of  
9 state within sixty days that its registered agent or registered  
10 office has been changed, that its registered agent has  
11 resigned, or that its registered office has been discontinued.
- 12     ~~4. d.~~ The corporation's period of duration, if any, stated  
13 in its articles of incorporation expires.
- 14     e. The corporation fails to deliver within sixty days after  
15 the due date its biennial report to the secretary of state as  
16 provided in section 504.1613.
- 17     2. In order to administratively dissolve a corporation, the  
18 secretary of state shall serve the corporation with a written  
19 notice of the secretary of state's determination. The notice  
20 shall include all of the following:
- 21     a. The administrative dissolution's effective date, which  
22 must be at least sixty days after the date the secretary of  
23 state sends the notice.
- 24     b. Each ground for administrative dissolution under  
25 subsection 1.
- 26     3. A corporation is administratively dissolved on the  
27 effective date in the notice of administrative dissolution  
28 as provided in subsection 2, unless prior to that date the  
29 corporation cures each ground for dissolution stated in the  
30 notice.
- 31     4. A corporation administratively dissolved continues  
32 in existence but shall not carry on any business except as  
33 necessary to liquidate its business and notify claimants as  
34 required under this chapter.
- 35     5. The administrative dissolution of a corporation does not

1 terminate the authority of its registered agent.

2 6. The secretary of state's administrative dissolution  
3 pursuant to this section appoints the secretary of state  
4 as the corporation's agent for service of process in any  
5 proceeding based on a cause of action which arose during the  
6 time the corporation was authorized to transact business in  
7 this state. Service of process on the secretary of state under  
8 this subsection is service on the corporation. Upon receipt  
9 of process, the secretary of state shall serve a copy of the  
10 process on the corporation. This subsection does not preclude  
11 service on the corporation's registered agent, if any.

12 Sec. 143. Section 504.1423, subsection 1, unnumbered  
13 paragraph 1, Code 2013, is amended to read as follows:

14 A corporation administratively dissolved under section  
15 ~~504.1422~~ 504.1421 may apply to the secretary of state  
16 for reinstatement at any time after the effective date of  
17 dissolution. The application must state all of the following:

18 Sec. 144. Section 504.1510, subsection 2, paragraph c, Code  
19 2013, is amended to read as follows:

20 c. The foreign corporation has had its certificate of  
21 authority revoked under section ~~504.1532~~ 504.1531.

22 Sec. 145. Section 504.1531, Code 2013, is amended by  
23 striking the section and inserting in lieu thereof the  
24 following:

25 **504.1531 Revocation of certificate of authority.**

26 The secretary of state may revoke the certificate of  
27 authority of a foreign corporation to transact business in  
28 this state if the foreign corporation fails to comply with any  
29 requirement set out in section 504.1421. The procedure for  
30 revocation shall be the same as provided in that section for  
31 the administrative dissolution of a corporation.

32 Sec. 146. REPEAL. Sections 490.1421, 490.1531, 499.77,  
33 501.812, 504.1422, and 504.1532, Code 2013, are repealed.

34 DIVISION VII

35 NAMING CONVENTIONS FOR LIMITED PARTNERSHIPS, LIMITED LIABILITY

1 COMPANIES, CORPORATIONS, TRADITIONAL COOPERATIVES, COOPERATIVES  
2 UNDER THE IOWA COOPERATIVE ASSOCIATION ACT, AND NONPROFIT  
3 CORPORATIONS

4 Sec. 147. Section 488.108, subsection 7, Code 2013, is  
5 amended to read as follows:

6 7. This chapter does not control the use of fictitious  
7 names. However, a limited partnership which uses a fictitious  
8 name in this state shall deliver to the secretary of state for  
9 filing a copy of the resolution of the limited partnership  
10 certified by ~~its general partners~~ a general partner, adopting  
11 the fictitious name.

12 Sec. 148. Section 489.108, subsection 5, Code 2013, is  
13 amended to read as follows:

14 5. This article does not control the use of fictitious  
15 names. However, if a limited liability company uses a  
16 fictitious name in this state, it shall deliver to the  
17 secretary of state for filing a ~~certified~~ copy of the  
18 resolution of ~~its members if it is member-managed or its~~  
19 ~~managers if it is manager-managed~~, adopting the fictitious  
20 name. For a member-managed limited liability company, the  
21 copy shall be certified by a member, and for a manager-managed  
22 limited liability company, the copy shall be certified by a  
23 manager.

24 Sec. 149. Section 489.1103, Code 2013, is amended to read  
25 as follows:

26 **489.1103 Name.**

27 1. The name of a professional limited liability company,  
28 the name of a foreign professional limited liability company or  
29 its name as modified for use in this state, and any fictitious  
30 name or trade name adopted by a professional limited liability  
31 company or foreign professional limited liability company  
32 shall contain the words "professional limited liability  
33 company", "professional limited company", or the abbreviation  
34 "P.L.L.C.", "PLLC", "P.L.C.", or "PLC", and except for  
35 the addition of such words or abbreviation, shall be a name

1 which could lawfully be used by a licensed individual or by a  
2 partnership of licensed individuals in the practice in this  
3 state of a profession which the professional limited liability  
4 company is authorized to practice.

5 2. Each regulating board may by rule adopt additional  
6 requirements as to the corporate names and fictitious or trade  
7 names of professional limited liability companies and foreign  
8 professional limited liability companies which are authorized  
9 to practice a profession which is within the jurisdiction of  
10 the regulating board.

11 Sec. 150. Section 490.401, subsection 5, Code 2013, is  
12 amended to read as follows:

13 5. This chapter does not control the use of fictitious  
14 names; ~~however,~~ However, if a corporation or a foreign  
15 corporation uses a fictitious name in this state it shall  
16 deliver to the secretary of state for filing a copy of  
17 the resolution of its board of directors, certified by  
18 ~~its secretary~~ an officer of the corporation, adopting the  
19 fictitious name.

20 Sec. 151. Section 499.4, Code 2013, is amended to read as  
21 follows:

22 **499.4 Use of term "cooperative" restricted.**

23 1. A person including a corporation hereafter organized,  
24 which is not an association as defined in this chapter or a  
25 cooperative as defined in chapter 501 or 501A, shall not use  
26 the word "cooperative" or any abbreviation thereof in its  
27 name or advertising or in any connection with its business,  
28 except foreign associations admitted under section 499.54. The  
29 attorney general or any association or any member thereof may  
30 sue and enjoin such use.

31 2. This chapter does not control the use of fictitious  
32 names; ~~however,~~ However, if a cooperative association or a  
33 foreign cooperative association uses a fictitious name in this  
34 state, it shall deliver to the secretary of state for filing  
35 a copy of the resolution of its board of directors, certified

1 by ~~its secretary~~ an officer of the association, adopting the  
2 fictitious name.

3 Sec. 152. Section 501A.301, subsection 5, Code 2013, is  
4 amended to read as follows:

5 5. This chapter does not control the use of fictitious  
6 names; ~~however,~~ However, if a cooperative uses a fictitious  
7 name in this state, the cooperative shall deliver to the  
8 secretary for filing a ~~certified~~ copy of the resolution of  
9 ~~the cooperative~~ certified by an officer of the cooperative,  
10 adopting the fictitious name.

11 Sec. 153. Section 504.401, subsection 5, Code 2013, is  
12 amended to read as follows:

13 5. This chapter does not control the use of fictitious  
14 names; ~~however,~~ However, if a corporation or a foreign  
15 corporation uses a fictitious name in this state, it shall  
16 deliver to the secretary of state for filing a copy of  
17 the resolution of its board of directors, certified by  
18 ~~its secretary~~ an officer of the corporation, adopting the  
19 fictitious name.

20 EXPLANATION

21 BACKGROUND. Generally, this Act amends provisions which  
22 relate to business entities that are formed under the laws  
23 of this state or organized under the laws of a different  
24 state, and allowed to do business in this state, by filing  
25 certain documents with the secretary of state and conducting  
26 operations in a manner consistent with those laws. In the case  
27 of a domestic entity, the secretary of state recognizes its  
28 existence and in the case of a foreign entity, the secretary  
29 of state authorizes its right to do business in this state.  
30 Each of the various types of business entities is governed by a  
31 separate Code chapter, often derived from legislation proposed  
32 by national organizations such as uniform acts by the national  
33 conference of commissioners on uniform state laws including  
34 the revised uniform partnership Act herein referred to as  
35 "UPA" (Code chapter 486A), the uniform limited partnership

1 Act herein referred to as "ULPA" (Code chapter 488), and  
 2 the revised uniform limited liability company Act herein  
 3 referred to as "RULLCA" (Code chapter 489). Alternatively,  
 4 several Code chapters derive from model legislation proposed  
 5 by the American bar association including the Iowa business  
 6 corporation Act herein referred to as "IBCA"(Code chapter 490)  
 7 and the revised Iowa nonprofit corporation Act herein referred  
 8 to as "RINCA" (Code chapter 504). Iowa uniquely includes a  
 9 number of Code chapters governing cooperative associations,  
 10 sometimes simply known as cooperatives, including those herein  
 11 referred to as traditional cooperatives (Code chapter 499) or  
 12 closed cooperatives (Code chapter 501). Iowa also recognizes  
 13 a type of cooperative, a cooperative-corporation, under the  
 14 Iowa cooperative associations Act herein referred to as "ICAA"  
 15 which in some form has been enacted in other states (Code  
 16 chapter 501A). A special chapter governs multiple housing  
 17 organizations organized on a cooperative basis (Code chapter  
 18 499A). Notwithstanding that these chapters originate from  
 19 different sources, their provisions are often very similar.

20 DIVISION I — STREET ADDRESS REQUIREMENTS. The bill amends  
 21 provisions in all the Code chapters listed above, which include  
 22 provisions affecting organizations under the UPA, ULPA, RULLCA,  
 23 IBCA, and RINCA; as well as the listed cooperatives. The Code  
 24 chapters currently all require a business entity to provide an  
 25 address in certain circumstances, which is sometimes specified  
 26 as a street address, mailing address, or post office address;  
 27 but which is more often not specified. The bill provides  
 28 that the address is always limited to a street address. The  
 29 provisions refer to addresses of persons involved in managing  
 30 or participating in the business entity, investing in the  
 31 entity, or representing the entity. For example, in the  
 32 case of a corporation under the IBCA, the bill's amendments  
 33 would affect a corporation's procedures for notifying its  
 34 shareholders (Code sections 490.141, 490.720, 490.1303, and  
 35 490.1606); notifying potential claimants of its dissolution

1 (Code sections 490.1406 and 490.1407), and completing documents  
2 required to be filed with the secretary of state, including its  
3 articles of incorporation (Code section 490.202), reserving  
4 a name (Code section 490.402), listing its registered office  
5 or agent (Code sections 490.1503), providing for service of  
6 process to a foreign corporation (Code section 490.1520), and  
7 submitting biennial reports (Code section 490.1622).

8     DIVISION II — DELIVERY OF FILED RECORDS TO A BUSINESS  
9 ENTITY OR REQUESTOR. The bill amends the ULPA and RULLCA  
10 Code chapters. The ULPA requires the secretary of state to  
11 file a record of a statement of dissociation or statement  
12 of withdrawal when the partnership is to be dissolved (Code  
13 section 488.206). The RULLCA requires the secretary of state  
14 to file a record of a statement of denial by a person who  
15 objects to authority conferred upon that person by a limited  
16 liability company (Code section 489.205). In both cases the  
17 bill provides that the secretary of state shall only send a  
18 copy of the filed statement and fees received to the person on  
19 whose behalf the record was filed. In the case of the ULPA,  
20 the secretary of state is no longer required to send a copy  
21 of the filed statement and receipt of the fee to the limited  
22 partnership. In the case of the RULLCA, the secretary of state  
23 is no longer required to send a copy of the record and receipt  
24 of a fee to the limited liability company. In both cases, the  
25 secretary of state is no longer required to send the requestor  
26 a certified copy of the record.

27     DIVISION III — PROOF OF EXISTENCE OR AUTHORIZATION. The  
28 bill amends the ULPA, RULLCA, IBCA, ICAA, and RINCA Code  
29 chapters. Specifically, each Code chapter requires the  
30 secretary of state to issue a certificate of existence to  
31 a domestic business entity or a certificate of authority  
32 (sometimes referred to as a certificate of authorization) to  
33 a foreign entity. The certificate is conclusive evidence of  
34 the entity's status (that a domestic entity exists or that a  
35 foreign entity is authorized to do business in this state).

1 To a great extent, the similar provisions in the two uniform  
2 Acts (the ULPA and the RULLCA) are amended to conform with the  
3 provisions in the IBCA. The other Code chapters (the ICAA and  
4 the RINCA) are also amended, although their provisions more  
5 closely resemble the IBCA.

6 In the case of the ULPA and the RULLCA, a certificate must  
7 still include the entity's name, state that all fees and  
8 penalties due the secretary of state have been paid, state  
9 that the entity filed its most recent biennial report with the  
10 secretary of state, and allow for other information required by  
11 the secretary of state. For a domestic entity, the certificate  
12 must still state that the entity is duly formed under state  
13 law and, for a foreign entity, it must still state that the  
14 entity is authorized to transact business in this state. For  
15 a domestic entity, it must state that the secretary of state  
16 has not filed a statement of dissolution or termination. For a  
17 foreign entity, a certificate is no longer required to state  
18 that the certificate of authority has not been revoked.

19 DIVISION IV — AMENDED CERTIFICATES OF AUTHORITY. The bill  
20 amends the ULPA, RULLCA, IBCA, ICAA, and RINCA Code chapters.  
21 In each case a similar provision allows a foreign business  
22 entity to apply to the secretary of state for purposes of  
23 amending its certificate of authority. The bill amends each  
24 Code chapter in the same way by adding a provision which allows  
25 the foreign business entity to obtain an amended certificate of  
26 authority from the secretary of state.

27 DIVISION V — BIENNIAL REPORTS. The bill amends the  
28 ULPA, RULLCA, IBCA, and RINCA Code chapters as well as the  
29 Code chapters governing traditional cooperatives, closed  
30 cooperatives, and cooperative corporations. The Code chapter  
31 governing traditional cooperatives includes Code section  
32 499.49, which adopts the IBCA reporting requirements by  
33 reference. The bill expressly amends the Code chapters  
34 governing closed cooperatives and corporation-cooperatives  
35 which include similar reporting requirements. Note that the

1 provisions establishing biennial reporting are unique to  
2 Iowa. (See 1997 Iowa Acts, ch. 171, which amends the IBCA by  
3 replacing annual reporting requirements with biennial reporting  
4 requirements and makes similar changes in other Code chapters  
5 governing partnerships and cooperatives.) The bill amends all  
6 these Code chapters by harmonizing language (e.g., changing  
7 the term "sets forth" to "includes"). In addition, it makes  
8 substantive changes to each relevant Code section. The bill  
9 provides that a biennial report must include the domestic  
10 entity's name as it appears in its certificate of existence  
11 and the foreign entity's name as used in its certificate of  
12 authority. It qualifies the address information of persons  
13 connected with the entity to require the street address. For  
14 example, in the case of an entity under the IBCA, the report  
15 must include the street address of its registered office and  
16 registered agent, its principal office, and its officers. The  
17 bill also requires a report of a foreign entity to include  
18 the state or other jurisdiction in which the entity was  
19 formed (e.g., incorporated), and it requires that the report  
20 be current as of the date that it is executed rather than  
21 delivered to the secretary of state for filing. The bill does  
22 not alter the date or year that the report must be submitted  
23 (for certain entities in even-numbered years and for the  
24 remaining entities in odd-numbered years).

25 DIVISION VI — ADMINISTRATIVE DISSOLUTION AND REVOCATION.  
26 The bill amends the ULPA, RULLCA, IBCA, and RINCA Code chapters  
27 as well as Code chapters governing traditional cooperatives,  
28 closed cooperatives, and cooperative-corporations. The bill  
29 provides for administrative dissolution of a domestic entity  
30 and the revocation of a certificate of authority issued  
31 to a foreign entity. The ULPA and RULLCA each provide two  
32 relevant Code sections, one Code section which provides for the  
33 dissolution of a domestic entity and one Code section which  
34 provides for the revocation of a certificate of authority.  
35 The IBCA and the RINCA each provide four relevant Code

1 sections. In each Code chapter, two related Code sections  
2 provide for the dissolution of a domestic entity issued a  
3 certificate of existence and two related Code sections refer  
4 to the revocation of a certificate of authority issued to a  
5 foreign entity. For example, in the case of a corporation  
6 under the IBCA, Code section 490.1420 provides "grounds" for  
7 administrative dissolution and Code section 490.1421 provides  
8 for the "procedure." Similarly, Code section 490.1530 provides  
9 grounds for the revocation of a certificate of authority and  
10 Code section 490.1531 provides for the revocation procedure.  
11 The Code chapter governing traditional cooperatives and closed  
12 cooperatives includes only administrative dissolution Code  
13 sections. The Code chapter governing cooperative-corporations  
14 does not provide for administrative dissolution by the  
15 secretary of state.

16 The bill amends the provisions to be consistent with the  
17 approach of the ULPA and RULLCA, by including one Code section  
18 that refers to administrative dissolution and one Code section  
19 that refers to the revocation of a certificate of authority.  
20 The bill provides a single Code section covering administrative  
21 dissolution that includes language now in both the grounds and  
22 procedures Code sections. Consequently, the bill eliminates  
23 the procedure Code section in each Code chapter. The remaining  
24 Code section in each Code chapter is combined with its  
25 procedure section and that section is repeated with small  
26 variations in all the relevant Code chapters. The bill also  
27 adds a new provision in the combined Code section, taken from  
28 the IBCA and RINCA Code chapters and the Code chapter governing  
29 closed cooperatives, which appoints the secretary of state the  
30 entity's agent for service of process.

31 The bill also provides for the revocation of a foreign  
32 entity's certificate of authority in those Code chapters which  
33 previously provided for such revocation, including the ULPA,  
34 RULLCA, IBCA, and RINCA as well as the Code chapter governing  
35 traditional cooperatives. The bill eliminates the previous

1 provisions and instead authorizes the secretary of state to  
2 revoke a certificate if the foreign entity fails to comply  
3 with a requirement set out in the relevant administrative  
4 dissolution section, using the same procedures as for  
5 dissolution.

6     DIVISION VII — NAMING CONVENTIONS. The bill amends  
7 the ULPA, RULLCA, IBCA, and RINCA Code chapters and  
8 Code chapters governing traditional cooperatives and  
9 cooperative-corporations. In all these cases, a domestic  
10 entity may elect to use a fictitious name if a certified  
11 copy of a resolution is sent to the secretary of state. The  
12 bill provides that in the case of the ULPA Code chapter only  
13 one general partner is required to certify the copy, and in  
14 the case of the RULLCA Code chapter, only one member of a  
15 member-managed limited liability company or one manager of  
16 a manager-managed limited liability company is required to  
17 certify the copy. In the case of the IBCA and RINCA Code  
18 chapters, the bill allows any officer of a corporation to  
19 certify the copy. Similarly, in the case of a traditional  
20 cooperative or cooperative-corporation, any officer may also  
21 certify a copy.